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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hutchison Telecommunications Hong Kong Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Hutchison Telecom  
Hong Kong Holdings

### Hutchison Telecommunications Hong Kong Holdings Limited

和記電訊香港控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 215)**

### NOTICE OF ANNUAL GENERAL MEETING

### PROPOSALS FOR RE-ELECTION OF DIRECTORS AND GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

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The notice convening the annual general meeting of Hutchison Telecommunications Hong Kong Holdings Limited (the "AGM") to be held at the Conference Room, 18th Floor, Hutchison Telecom Tower, 99 Cheung Fai Road, Tsing Yi, Hong Kong on Monday, 10 May 2021 at 12:30 pm or any adjournment or postponement thereof is set out on pages 11 to 14 of this circular. A form of proxy for use at the AGM is enclosed with this circular. The form of proxy can also be downloaded from websites of the Company at [www.hthkh.com](http://www.hthkh.com) and Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk). Whether Shareholders are able to attend the AGM physically or online, they are encouraged to appoint the Chairman of the AGM as their proxy by completing, signing and returning the form of proxy in accordance with the instructions printed thereon to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event no less than 48 hours before the time appointed for the holding of the AGM or any adjournment or postponement thereof. **Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment or postponement thereof should they subsequently so wish, and in such event, the proxy shall be deemed to be revoked. For the AGM convened to be held on Monday, 10 May 2021 at 12:30 pm, the deadline to submit completed forms of proxy is Saturday, 8 May 2021 at 12:30 pm.**

#### **PRECAUTIONARY MEASURES FOR PHYSICAL ATTENDANCE AT THE ANNUAL GENERAL MEETING**

The following precautionary measures will be implemented at AGM:

- (1) compulsory temperature screening/checks;
- (2) submission of Health Declaration Form, and scanning of the "LeaveHomeSafe" venue QR code or registering contact details in written form;
- (3) wearing of surgical face mask; and
- (4) no provision of refreshments or drinks.

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the AGM venue at the absolute discretion of the Company as permitted by law.

**For the health and safety of AGM attendees, the Company would encourage Shareholders to exercise their right to attend and vote at the AGM electronically or by appointing the Chairman of the AGM as their proxy and to return their forms of proxy by the time specified above, instead of physically attending the AGM.**

*In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.*

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## **GUIDANCE FOR ANNUAL GENERAL MEETING**

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The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the need to protect AGM attendees from possible exposure to the COVID-19 pandemic. **For the health and safety of AGM attendees, the Company would encourage Shareholders to: (i) attend the AGM and vote by means of electronic facilities; or (ii) exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of physically attending the AGM.**

### **ATTENDING THE AGM BY MEANS OF ELECTRONIC FACILITIES**

The AGM will be a hybrid meeting. In addition to the traditional physical attendance at the AGM, Shareholders have the option of attending, participating and voting at the AGM through online access by visiting website <https://web.lumiagm.com> (the “**Online Platform**”). Shareholders participating at the AGM using the Online Platform will also be counted towards the quorum and they will be able to cast their vote and submit questions through the Online Platform.

The Online Platform will be open for registered Shareholders and non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures.

#### **Login details for registered Shareholders**

Details regarding the AGM arrangements including login details to access the Online Platform are included in the Company’s notification letter to registered Shareholders (the “**Shareholder Notification**”) sent together with this circular.

#### **Login details for non-registered Shareholders**

Non-registered Shareholders who wish to attend and participate and vote at the AGM using the Online Platform should liaise with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (together, the “**Intermediary**”) and provide their e-mail address to their Intermediary, before the time limit required by the relevant Intermediary. Details regarding the AGM arrangements including login details to access the Online Platform will be sent by the Hong Kong Share Registrar of the Company to the e-mail addresses of the non-registered Shareholders provided by the Intermediary. Without the login details, non-registered Shareholders will not be able to participate or vote using the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary to pass their e-mail address to the Hong Kong Share Registrar of the Company who can then send the login details to them by e-mail.

**Please keep the login details in safe custody for use at the AGM and do not disclose them to anyone else.**

#### **QUESTIONS AT AND PRIOR TO THE AGM**

Shareholders attending the AGM using the Online Platform will be able to submit questions relevant to the proposed resolutions online during the AGM. Shareholders can also send their questions by e-mail from Monday, 3 May 2021 (9:00 am) to Wednesday, 5 May 2021 (5:00 pm) to [AGM2021@hthk.com](mailto:AGM2021@hthk.com) (for registered Shareholders, please state the 10-digit shareholder reference number starting with “C” (SRN) as printed on the top right corner of the Shareholder Notification).

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## GUIDANCE FOR ANNUAL GENERAL MEETING

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Whilst the Company will endeavour to respond to as many questions as possible at the AGM, due to time constraints, unanswered questions may be responded to after the AGM as appropriate.

### **VOTING BY PROXY IN ADVANCE OF THE AGM**

Shareholders are encouraged to submit their completed form of proxy well in advance of the AGM. Return of a completed form of proxy will not preclude Shareholders from attending and voting in person (whether physically or by means of electronic facilities) at the AGM or any adjournment or postponement thereof should they subsequently so wish.

### **Submission of forms of proxy for registered Shareholders**

A form of proxy for use at the AGM is enclosed with this circular. A copy of the form of proxy can also be downloaded from the website of the Company at [https://www.hthkh.com/en/ir/regfilings\\_circular.php](https://www.hthkh.com/en/ir/regfilings_circular.php).

**The deadline to submit completed forms of proxy is Saturday, 8 May 2021 at 12:30 pm.** Completed forms of proxy must be returned to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

### **Appointment of proxy for non-registered Shareholders**

Non-registered Shareholders should contact their Intermediary as soon as possible to assist them in the appointment of proxy.

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## **PRECAUTIONARY MEASURES FOR PHYSICAL ATTENDANCE AT THE ANNUAL GENERAL MEETING**

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For Shareholders who would like to physically attend the AGM, please note that the following precautionary measures may be implemented by the Company at the AGM venue to safeguard the health and safety of the AGM attendees and to comply with the requirements for the prevention and control of the spreading of COVID-19.

### **LIMITING PHYSICAL ATTENDANCE AT THE AGM VENUE**

Pursuant to the requirements of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation, Cap. 599G (the "**Regulation**"), currently, group gatherings of more than 20 persons for a shareholders' meeting are required to be accommodated in separate partitioned rooms or areas of not more than 20 persons each. In light of the Regulation, the Company will limit the physical attendance at the AGM venue to 40 attendees (including the working team to facilitate with the conduct of the AGM) who have been allocated the right of admission to the AGM venue through the following procedures. This maximum number of attendees permitted represents the requirement under the Regulation as at the Latest Practicable Date, and may be changed as at the date of the AGM or any adjournment or postponement thereof.

### **Prior online registration**

Both registered and non-registered Shareholders (including their proxy or corporate representative) who wish to physically attend the AGM are requested to register their interest and provide the following details by e-mail at AGM2021reg@hthk.com during the period from Monday, 26 April 2021, 9:00 am to Thursday, 29 April 2021, 5:00 pm:

- (1) full name;
- (2) contact phone number (optional) for better co-ordination; and
- (3) for registered Shareholders, the 10-digit shareholder reference number starting with "C" printed under the barcode on the top right corner of the Shareholder Notification.

In addition, non-registered Shareholders should also contact and instruct their Intermediary to appoint them as proxy or corporate representative so that they can physically attend and vote at the AGM in case they are allocated the right of admission to the AGM venue. **Non-registered Shareholders who have not been duly appointed as proxy or corporate representative by their Intermediary will not be able to physically attend the AGM even if they are eventually allocated the right of admission to the AGM venue.**

### **Allocation by balloting**

If the online registrations exceed the attendance limit permitted by the Regulation, balloting will be conducted.

Registered Shareholders and non-registered Shareholders who have been allocated the right of admission to the AGM venue will be notified by e-mail on or before Monday, 3 May 2021. No notification will be sent to those who are not successful in the balloting.

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## **PRECAUTIONARY MEASURES FOR PHYSICAL ATTENDANCE AT THE ANNUAL GENERAL MEETING**

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### **HEALTH AND SAFETY MEASURES TO BE TAKEN AT THE AGM**

To safeguard the health and safety of the AGM attendees, the following measures will also be implemented at the AGM:

- (1) compulsory temperature screening/checks will be required of every attendee at the main entrance of the AGM venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting respiratory infection symptoms may be denied entry into the AGM venue and be requested to leave the venue;
- (2) every attendee will be required to (a) submit a completed Health Declaration Form which can be downloaded from the website of the Company at [https://www.hthkh.com/en/ir/regfilings\\_circular.php](https://www.hthkh.com/en/ir/regfilings_circular.php) and (b) scan the "LeaveHomeSafe" venue QR code or register his/her name, contact number and the date and time of visit, prior to entry into the AGM venue. Please have the completed and signed Health Declaration Form ready for collection on the 18th Floor, Hutchison Telecom Tower to facilitate prompt and smooth processing;
- (3) every attendee will be required to wear a surgical face mask at all times (including queuing for registration outside the AGM venue and throughout the AGM) and to sit at a distance from other attendees. Please note that no masks will be provided at the AGM venue and attendees should wear their own masks; and
- (4) no refreshments or drinks will be provided to AGM attendees.

Attendees are requested to observe and practise good personal hygiene at the times. To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the venue so as to ensure the health and safety of the AGM attendees.

**Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the website of the Company at [www.hthkh.com](http://www.hthkh.com) for future announcements and updates on the AGM arrangements.**

If Shareholders have any questions relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Hong Kong Share Registrar of the Company, as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
Telephone: +852 2862 8558  
Facsimile: +852 2865 0990  
E-mail: [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk)

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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be convened on Monday, 10 May 2021 at 12:30 pm at the Conference Room, 18th Floor, Hutchison Telecom Tower, 99 Cheung Fai Road, Tsing Yi, Hong Kong (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 am on that day, at the same time and place on Tuesday, 11 May 2021), notice of which is set out on pages 11 to 14 of this circular, and any adjournment or postponement thereof;
“Articles of Association”	the Articles of Association of the Company as amended from time to time;
“Board”	the board of Directors;
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“Company”	Hutchison Telecommunications Hong Kong Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 215);
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the general mandate to allot, issue and deal with new Shares;
“Latest Practicable Date”	24 March 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	the general mandate to repurchase Shares;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of HK\$0.25 each;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	the Code on Takeovers and Mergers.

*In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.*



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## LETTER FROM THE BOARD

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Hutchison Telecom  
Hong Kong Holdings

### Hutchison Telecommunications Hong Kong Holdings Limited

和記電訊香港控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 215)**

**Directors:**

FOK Kin Ning, Canning, *Chairman and Non-executive Director*  
LUI Dennis Pok Man, *Co-Deputy Chairman and Non-executive Director*  
WOO Chiu Man, Cliff, *Co-Deputy Chairman and Non-executive Director*  
KOO Sing Fai, *Executive Director and Chief Executive Officer*  
LAI Kai Ming, Dominic, *Non-executive Director*  
*(also Alternate to FOK Kin Ning, Canning and Edith SHIH)*  
Edith SHIH, *Non-executive Director*  
MA Lai Chee, Gerald  
*(Alternate to LAI Kai Ming, Dominic)*  
IP Yuk Keung, *Independent Non-executive Director*  
LAN Hong Tsung, David, *Independent Non-executive Director*  
WONG Yick Ming, Rosanna, *Independent Non-executive Director*

**Registered office:**

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

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

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

31 March 2021

Dear Shareholder(s)

### NOTICE OF ANNUAL GENERAL MEETING

#### PROPOSALS FOR RE-ELECTION OF DIRECTORS AND GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

#### 1. INTRODUCTION

The purpose of this circular is to give Shareholders notice of the forthcoming AGM to be held on Monday, 10 May 2021 at 12:30 pm (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 am on that day, at the same time and place on Tuesday, 11 May 2021). The circular also provides information regarding salient resolutions to be proposed at the AGM: (i) the re-election of Directors; and (ii) the grant to the Directors the Issue Mandate and the Repurchase Mandate.

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## LETTER FROM THE BOARD

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### 2. ANNUAL GENERAL MEETING

The notice of the AGM is set out in Appendix I to this circular. The form of proxy for use at the AGM is enclosed and can also be downloaded from the websites of the Company at [www.hthkh.com](http://www.hthkh.com) and Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk). Whether Shareholders are able to attend the AGM physically or online, they are encouraged to appoint the Chairman of the AGM as their proxy by completing, signing and returning the form of proxy in accordance with the instructions printed thereon to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event no less than 48 hours before the time fixed for holding the AGM or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment or postponement if Shareholders so wish.

All the resolutions to be proposed at the AGM set out in the Notice of the AGM will be voted by way of a poll pursuant to Article 66(a) of the Articles of Association. The results of the poll will be posted on the websites of the Company at [www.hthkh.com](http://www.hthkh.com) and Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

Shareholders can also attend the AGM and vote by means of electronic facilities. See "Guidance for Annual General Meeting" on pages 1 to 2 of this circular.

### 3. RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles of Association, Mr Lui Dennis Pok Man, Mr Koo Sing Fai and Dr Wong Yick Ming, Rosanna will retire by rotation at the AGM. Being eligible, the above retiring Directors will offer themselves for re-election at the AGM.

The Nomination Committee considered and assessed the suitability of the above retiring Directors for re-election in accordance with the Director Nomination Policy. The Committee also took into account the structure and size of the Board as well as the various diversity aspects set out in the Board Diversity Policy. Dr Wong, the chairman of the Nomination Committee, has abstained from voting on her own nomination when it was considered.

Both Mr Lui and Mr Koo possess deep understanding of the businesses of the Group and extensive management and operation experience in the telecommunications industry. Dr Wong, with over four decades of experience in non-profit and public services, offers distinctive insight and guidance to the Board, particularly in the area of sustainability strategy and the community. All the above retiring Directors have shown devotion and commitment to the Board by bringing in fresh perspectives and providing constructive comments at Board and Board Committee meetings as well as their 100% attendance at such meetings.

Dr Wong has served as an Independent Non-executive Director of the Company for more than nine years. During her tenure, Dr Wong was not involved in the daily management of the Company nor in any relationship or circumstances which would materially interfere with her exercise of independent judgement. She has confirmed that she satisfied the independence factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee, having assessed the independence of Dr Wong, is of the view that she would continue to bring in fresh perspectives, objective insights and independent judgment to the Board as well as the Board committees she currently serves on. There is no evidence that her tenure of over nine years has compromised or would compromise her continued independence. In particular, Dr Wong has played a leading role in the Audit Committee, Nomination

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## LETTER FROM THE BOARD

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Committee and Sustainability Committee, and would continue to bring independent and external dimension as well as constructive and informed comments on issues of the Group's sustainability strategy and policy, performance, accountability, resources and key appointments.

The Board, having considered the recommendation of the Nomination Committee, is of the view that the diverse and invaluable knowledge, skill sets and experience of each of Mr Lui, Mr Koo and Dr Wong in the businesses of the Group and their general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole. In addition, the Board considers that Dr Wong remains independent and committed in spite of the length of her service, and her tenure of over nine years does not and would not affect her independent judgment.

Information on the retiring Directors is set out in Appendix II to this circular. Each of their re-election will be subject to a separate resolution to be proposed at the AGM.

Any Shareholder who wishes to nominate a person to stand for election as a director at the AGM should lodge with the Company Secretary of the Company at 48th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong within the period from Friday, 2 April 2021 to Thursday, 8 April 2021, both days inclusive, (i) his written nomination of the candidate; (ii) written confirmation from such nominated candidate of his willingness to be elected as Director; and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company.

#### **4. GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES**

At the annual general meeting of the Company held on 12 May 2020, ordinary resolutions were passed to grant general mandates to the Directors (i) to allot, issue and deal with new Shares not exceeding 10% of the aggregate number of Shares in issue as at the date of passing the relevant resolution; and (ii) to repurchase Shares not exceeding 10% of the aggregate number of Shares in issue as at the date of passing the relevant resolution. These general mandates are due to expire at the conclusion of the AGM.

At the AGM, approval will be sought from Shareholders for the Issue Mandate and the Repurchase Mandate as follows:

- (a) to authorise the Board to issue, allot and deal with new Shares not exceeding 10% (instead of 20% as permitted under the Listing Rules) of the aggregate number of Shares in issue at the date of passing the relevant resolution (such aggregate number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution). Any additional Shares to be allotted or issued pursuant to such a general mandate shall not be at a discount of more than 10% (instead of 20% as permitted under the Listing Rules) to the "benchmarked price" (as described in Rule 13.36(5) of the Listing Rules). The relevant resolution is set out in agenda item No. 5 of the notice of the AGM; and
- (b) to authorise the Board to repurchase on the Stock Exchange (or any other stock exchange on which the securities of the Company are or may be listed and recognised for this purpose) Shares up to a maximum of 10% of the aggregate number of Shares in issue at the date of passing the relevant resolution (such aggregate number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution). The relevant resolution is set out in agenda item No. 6 of the notice of the AGM.

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## LETTER FROM THE BOARD

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With respect to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no present intention of exercising the Issue Mandate to issue any Shares for fund-raising purposes or the Repurchase Mandate to repurchase any Shares.

An explanatory statement as required by the relevant provisions of the Listing Rules concerning the regulation of repurchases by companies of their own securities on the Stock Exchange is set out in Appendix III to this circular.

### **5. RECOMMENDATION**

The Board considers that the proposals mentioned above, including the re-election of the Directors, and the grant of the Issue Mandate and the Repurchase Mandate are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully

**FOK Kin Ning, Canning**  
*Chairman*



Hutchison Telecom  
Hong Kong Holdings

## Hutchison Telecommunications Hong Kong Holdings Limited

和記電訊香港控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 215)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Hutchison Telecommunications Hong Kong Holdings Limited (the “**Company**”) will be held at the Conference Room, 18th Floor, Hutchison Telecom Tower, 99 Cheung Fai Road, Tsing Yi, Hong Kong on Monday, 10 May 2021 at 12:30 pm (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 am on that day, at the same time and place on Tuesday, 11 May 2021) for the following purposes:

1. To consider and adopt the audited financial statements together with the directors’ report and the report of the independent auditor for the year ended 31 December 2020.
2. To declare a final dividend.
3. To re-elect directors and to authorise the board of directors to fix the directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as the auditor and to authorise the board of directors to fix the auditor’s remuneration.

To consider and, if thought fit, pass with or without modification the following resolutions nos. 5 and 6 as ordinary resolutions:

#### ORDINARY RESOLUTIONS

5. **“THAT:**
  - (a) subject to paragraphs (b), (c) and (d) of this resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with new shares of the Company (the “**Shares**”) and to allot, issue or grant securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares or such convertible securities, and to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this resolution shall not extend beyond the Relevant Period but shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and warrants which would or might require the exercise of such power after the end of the Relevant Period;

- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to Shares issued as a result of a Rights Issue (as defined below), the exercise of the subscription or conversion rights attaching to any warrants or any securities convertible into Shares or the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to persons such as officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares or any scrip dividend providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company, shall not exceed 10% of the aggregate number of Shares in issue on the date of passing this resolution (such aggregate number to be subject to adjustment in the case of any conversions of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution), and the said approval shall be limited accordingly;
- (d) any Shares to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the approval in paragraph (a) of this resolution shall not be at a discount of more than 10% of the Benchmarked Price (as defined below) of such Shares; and
- (e) for the purposes of this resolution,

**“Benchmarked Price”** means the price which is the higher of:

- (i) the closing price of the Shares as quoted on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) on the date of the agreement involving the relevant proposed issue of Shares; and
- (ii) the average closing price as quoted on the Stock Exchange of the Shares for the five trading days immediately preceding the earliest of the date: (A) of announcement of the transaction or arrangement involving the relevant proposed issue of Shares, (B) of the agreement involving the relevant proposed issue of Shares and (C) on which the price of Shares that are proposed to be issued is fixed.

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and **“Rights Issue”** means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase or repurchase on the Stock Exchange, or any other stock exchange on which the securities of the Company are or may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, Shares including any form of depositary shares representing the right to receive such Shares issued by the Company and that the exercise by the Directors of all powers of the Company to repurchase such securities, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue on the date of this resolution (such aggregate number to be subject to adjustment in the case of any conversions of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution), and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution, **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

By Order of the Board

**Edith SHIH**

*Non-executive Director and Company Secretary*

Hong Kong, 31 March 2021

*Notes:*

1. *The Annual General Meeting will be a hybrid meeting. Shareholders have the option of attending, participating and voting in the Annual General Meeting through the Online Platform. Shareholders attending the Annual General Meeting using the Online Platform will also be counted towards the quorum and they will be able to cast their vote and submit questions through the Online Platform.*
2. *At the Annual General Meeting, the Chairman of the Annual General Meeting will put each of the above resolutions to be voted by way of a poll pursuant to Article 66(a) of the Articles of Association.*

3. Any shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxy(ies) to attend and on a poll, vote in his stead. A proxy need not be a shareholder.
4. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Hong Kong Share Registrar of the Company (Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) no less than 48 hours before the time appointed for holding the Annual General Meeting (or any adjournment or postponement thereof) (as the case may be).
5. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjournment or postponement thereof should they so desire.
6. The register of members of the Company will be closed from Wednesday, 5 May 2021 to Monday, 10 May 2021 (or, to Tuesday, 11 May 2021, in the event that the Annual General Meeting is to be held on Tuesday, 11 May 2021 because of a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above), both days inclusive, during which period no transfer of Shares will be effected, to determine shareholders' entitlement to attend and vote at the Annual General Meeting (or at any adjournment or postponement thereof). 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, 4 May 2021.
7. For determination of shareholders' entitlement to the proposed final dividend payable on Wednesday, 26 May 2021, 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 Friday, 14 May 2021, being the record date for determining shareholders' entitlements to the proposed final dividend. In the event that the Annual General Meeting is held on a date later than Monday, 10 May 2021 because of bad weather or other reasons, the record date for determination of entitlement to the final dividend will be deferred accordingly. Further details of the new record date will be announced in such circumstances.
8. In relation to item No. 3 of Notice of Annual General Meeting, Mr Lui Dennis Pok Man, Mr Koo Sing Fai and Dr Wong Yick Ming, Rosanna will retire by rotation and will hold office until the Annual General Meeting and, all of them being eligible, have offered themselves for re-election at the Annual General Meeting. Details of the above Directors are set out in Appendix II to the circular of the Company dated 31 March 2021 (the "Circular").
9. Procedures for shareholders of the Company to propose a person for election as a director of the Company at the Annual General Meeting are set out under the section headed "Re-election of Directors" in the Circular.
10. In relation to Ordinary Resolution No. 6 above, the Explanatory Statement containing the information reasonably necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of an authority for the repurchase by the Company of its own shares, as required by the Rules Governing the Listing of Securities on the Stock Exchange, is set out in Appendix III to the Circular.
11. COVID-19 PANDEMIC SITUATION  

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the website of the Company at [www.hthkh.com](http://www.hthkh.com) for future announcements and updates on the Annual General Meeting arrangements.

Should the COVID-19 pandemic situation continue to affect Hong Kong at or around the time of the Annual General Meeting, Shareholders should regularly assess for themselves whether they should physically attend the Annual General Meeting.

While the Company proposes and endeavours to implement a number of measures to safeguard the health and safety of the attendees (see "Precautionary Measures for Physical Attendance at the Annual General Meeting" on pages 3 to 4 of the Circular), no obligation or liability whatsoever will be assumed by the Company in connection with the successful implementation or otherwise of any or all of those measures.
12. Bad weather arrangements:  

The Annual General Meeting will be held on Monday, 10 May 2021 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 Monday, 10 May 2021, the Annual General Meeting will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same time and place on Tuesday, 11 May 2021 instead.

Shareholders may call the hotline at (852) 3166 8888 or visit the website of the Company at [www.hthkh.com](http://www.hthkh.com) for details of the postponement and alternative meeting arrangements. Shareholders 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.
13. In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.



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

**1. LUI Dennis Pok Man, BSc**

Mr Lui, aged 70, has been Deputy Chairman and a Non-executive Director of the Company since March 2009 and was re-designated as Co-Deputy Chairman and a Non-executive Director in August 2018. He was a Nomination Committee member from January 2019 to 30 November 2020. He holds a Bachelor of Science degree. He has over 30 years of experience in the telecommunications industry.

Mr Lui is a director of Hutchison Telecommunications Group Holdings Limited and heads the operations of the Hutchison Asia Telecommunications group comprising its telecommunications businesses in Indonesia, Vietnam and Sri Lanka. He also assists to oversee telecommunications operations in Europe and generally assists in other telecommunications operations and related investments within the group of CK Hutchison Holdings Limited ("**CKHH**", a company listed in Hong Kong). CKHH is a substantial shareholder of the Company within the meaning of the SFO. Mr Lui first joined Hutchison Paging Limited in 1986 and became its managing director in 1993. He was managing director of Hutchison Telecommunications (Hong Kong) Limited (a wholly owned subsidiary of the Company), in charge of the mobile telecommunications, fixed-line, multi-media, Internet and paging businesses in Mainland China, Hong Kong, Macau and Taiwan from 1996 to 2000. From 2001, he oversaw a number of the telecommunications operations and new business development of the Hutchison Whampoa Limited ("**HWL**") group in particular as an executive director and chief executive officer of Hutchison Telecommunications International Limited from 2004 to 2010.

Mr Lui is also a director of certain companies controlled by certain substantial shareholders (within the meaning of the SFO) of the Company. Save as disclosed above, Mr Lui does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Lui had personal interests in 9,100,000 Shares, representing approximately 0.1888% of the issued Shares, within the meaning of Part XV of the SFO. The initial term of Mr Lui's service as Co-Deputy Chairman and a Non-executive Director of the Company ended on 31 December 2018; such appointment being automatically renewed for successive 12-month periods, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. The director's fees of Mr Lui as a Non-executive Director and Co-Deputy Chairman of the Company under his appointment letter are HK\$70,000 per annum. Such fees are subject to review from time to time and proration for an incomplete year of service.

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

Mr Koo, aged 48, has been Executive Director and Chief Executive Officer of the Company since August 2018, and a Sustainability Committee member since 29 July 2020. He was a Nomination Committee member from January 2019 to 30 November 2020. He possesses a Bachelor of Science degree in Computer Science and has more than 25 years of experience in the telecommunications industry.

He joined the HWL group in August 2006 and became a director of enterprise and international business of mobile operations of the Company in January 2014. Since then he has led the corporate market and international services, business and development aspects of the mobile business of the Company until January 2015. He re-joined the Company in April 2017 as a director of roaming and services development and became the Chief Commercial Officer in January 2018. Save as disclosed above, Mr Koo does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Koo had family interests in 20,000 Shares held by his spouse, representing approximately 0.0004% of the issued Shares, within the meaning of Part XV of the SFO. The term of Mr Koo's service as Executive Director of the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. The director's fees of Mr Koo as Executive Director and a member of the Sustainability Committee of the Company under his appointment letters 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. The emoluments specified in the service agreement appointing Mr Koo as Chief Executive Officer of the Company are HK\$2,374,500 per annum and such amount of discretionary bonus which the Company may decide to pay. Such emoluments are determined with reference to the performance and profitability of the Company as well as his personal performance, remuneration benchmark in the industry and the prevailing market conditions.

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

**3. WONG Yick Ming, Rosanna, PhD, DBE, JP**

Dr Wong, aged 68, has been an Independent Non-executive Director of the Company since April 2009. She has been an Audit Committee member since April 2009, a member and the Chairman of the Nomination Committee since January 2019 and 1 December 2020 respectively, and a Sustainability Committee member since 29 July 2020. She holds a Doctor of Philosophy degree in Sociology from the University of California (Davis), the United States of America and has been awarded Honorary Doctorates by The Chinese University of Hong Kong, The Hong Kong Polytechnic University, the University of Hong Kong, The Hong Kong Institute of Education and the University of Toronto in Canada. She is also an Honorary Fellow of the London School of Economics and Political Science.

Dr Wong is an independent non-executive director of CKHH, a substantial shareholder (within the meaning of the SFO) of the Company. She was a director of Cheung Kong (Holdings) Limited for the period from 2001 to 2015 and such company has become a wholly owned subsidiary of CKHH in 2015. Dr Wong is currently an independent non-executive director of The Hongkong and Shanghai Hotels, Limited (“**HKSH**”). CKHH and HKSH are listed in Hong Kong. She is also a senior advisor of The Hong Kong Federation of Youth Groups (“**HKFYG**”), a steward of The Hong Kong Jockey Club, a governor of Our Hong Kong Foundation and chairman of Asia International School Limited. In addition, she is a member of the 13th session of the National Committee of the Chinese People’s Political Consultative Conference of the People’s Republic of China. She was previously the executive director of HKFYG, the non-executive chairman of the Advisory Committee of The Hongkong Bank Foundation, an independent non-executive director of The Hongkong and Shanghai Banking Corporation Limited, a director of RJJ Ideas Limited, a global advisor to Mars, Incorporated, chairman and member of the Consultation Panel of the West Kowloon Cultural District Authority, chairman of the Advisory Board of the California Center Early Learning School, Shanghai and a member of The Hong Kong University of Science and Technology Business School Advisory Council.

Dr Wong does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Dr Wong did not have any interests in Shares within the meaning of Part XV of the SFO. The initial term of Dr Wong’s service as an Independent Non-executive Director of the Company ended on 31 December 2010; such appointment being automatically renewed for successive 12-month periods, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. The director’s fees of Dr Wong as an Independent Non-executive Director, Chairman of the Nomination Committee, and a member of the Audit Committee and the Sustainability Committee of the Company under her appointment letters are HK\$70,000, HK\$20,000, HK\$70,000 and HK\$20,000 per annum respectively. Such fees are subject to review from time to time and proration for an incomplete year of service.

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

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their consideration of the Repurchase Mandate.

### **1. Issued Shares**

As at the Latest Practicable Date, the total number of Shares in issue were 4,819,096,208.

Subject to the passing of the relevant Ordinary Resolution No. 6 at the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 481,909,620 Shares, representing 10% of the total number of Shares in issue, during the course of the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law and the date upon which such authority is revoked or varied.

### **2. Reasons for Repurchases**

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

### **3. Funding of Repurchases**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and all applicable laws and regulations of the Cayman Islands. Pursuant to the Repurchase Mandate, the Company may repurchase Shares out of funds legally permitted to be utilised for this purpose, including profits of the Company or the proceeds of a fresh issue of shares made for the purpose of the repurchase, under the Articles of Association and all applicable laws of the Cayman Islands.

To the extent that repurchase is funded entirely from the available cashflow or working capital facilities of the Company, there might be an adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2020 in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed period within which the Repurchase Mandate may be exercised. 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 and/or gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. Share Prices

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months and the period from 1 March 2021 to the Latest Practicable Date were as follows:

	Per Share	
	Highest (HK\$)	Lowest (HK\$)
<b>2020</b>		
March	1.470	1.140
April	1.380	1.250
May	1.380	1.180
June	1.290	1.200
July	1.360	1.200
August	1.300	1.220
September	1.230	1.170
October	1.190	1.140
November	1.230	1.140
December	1.230	1.150
<b>2021</b>		
January	1.310	1.160
February	1.350	1.210
March (up to and including the Latest Practicable Date)	1.570	1.360

#### 5. Undertaking

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

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

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

**6. Implications under the Takeovers Code**

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

As at the Latest Practicable Date, CKHH through certain of its indirect wholly-owned subsidiaries held 3,184,982,840 Shares, representing approximately 66.09% of the aggregate number of Shares in issue. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to Ordinary Resolution No. 6 at the AGM, then (if the present shareholdings otherwise remain the same) the aggregate interests of CKHH would increase from approximately 66.09% to approximately 73.43% of the aggregate number of Shares in issue. In the opinion of the Directors, such increase would not give rise to any obligation to make a mandatory offer under Rules 26 or 32 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.