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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

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 proxy form to the purchaser or the transferee or to the bank, stockbroker 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

Capitalised terms used in this cover page should have the same meanings as those defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 6 to 9 of this circular.

The AGM will be a hybrid meeting to be held on Thursday, 11 May 2023 at 12:30 pm at the Principal Meeting Place (being the 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong) with online access through the Online Platform (<https://web.lumiagm.com>). The notice convening the AGM is set out on pages 10 to 13 of this circular. A proxy form for use at the AGM is enclosed with this circular. The proxy form can also be downloaded from the Company website at www.hthkh.com and the HKEXnews website at www.hkexnews.hk. Irrespective of whether Shareholders are able to attend the AGM physically or online, they are encouraged to appoint the Chairman of the AGM as their proxy. Shareholders are recommended to complete and sign the proxy form in accordance with the instructions printed thereon and return it (i) to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or (ii) by email to AGMProxy@hthk.com, in either case, as soon as possible and in any event no later than 48 hours before the time appointed for holding the AGM or adjourned meeting or postponed meeting at which the person named in the proxy form proposes to vote. Shareholders are recommended to return proxy forms by email where possible and, if they elect to return proxy forms by post, ample time should be allowed for postal delivery.

Completion and return of the proxy form will not preclude a Shareholder from attending and voting physically at the Principal Meeting Place or electronically through the Online Platform, at the AGM or at any adjournment or postponement thereof should the Shareholder subsequently so wish, and in such event, the proxy appointment shall be deemed to be revoked. For the AGM convened to be held on Thursday, 11 May 2023 at 12:30 pm, the deadline to submit completed proxy forms is Tuesday, 9 May 2023 at 12:30 pm.

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

31 March 2023

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GUIDANCE FOR THE ANNUAL GENERAL MEETING

This AGM will be a hybrid meeting. Shareholders have the options of attending, participating and voting at the AGM physically at the 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong (the “Principal Meeting Place”) or electronically through the Online Platform (<https://web.lumiagm.com>, see further below).

ATTENDANCE AT THE AGM

The Company reminds Shareholders that physical attendance at the AGM is not compulsory for the purpose of exercising their voting rights, and encourages Shareholders to vote through the Online Platform or by appointing the Chairman of the AGM as their proxy and submit their proxy form as early as possible and in any event no later than 48 hours before the time appointed for holding the AGM or adjourned meeting or postponed meeting at which the person named in the proxy form proposes to vote.

Please note that no refreshments or drinks will be served at the Principal Meeting Place.

ONLINE PLATFORM

In addition to physical attendance at the AGM, Shareholders (including their proxies and corporate representatives) have the option of attending, participating and voting by electronic means at the AGM through the Online Platform at <https://web.lumiagm.com>. Shareholders participating in the AGM using the Online Platform will also be counted towards the quorum and they will be able to cast their votes and submit questions through the Online Platform. Votes cast through the Online Platform are irrevocable once the voting session at the AGM ends. Further, once the online voting has closed, the votes which a registered Shareholder has submitted through the Online Platform will supersede any votes which may be cast by his/her proxy at the AGM, whether by physical attendance or online.

The Online Platform will be open for registered Shareholders and non-registered Shareholders, as well as their proxies and corporate representatives (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, as well as their proxies and corporate representatives should allow ample time to check into the Online Platform to complete the related procedures. Please refer to the Online User Guide for the AGM at www.hthkh.com for more information.

Login details for registered Shareholders

Login details for registered Shareholders to access the Online Platform including the meeting ID for the AGM, a unique username and a password, for registration and authentication purposes, are included in the Company’s notification letter to registered Shareholders (the “**Shareholder Notification**”).

Login details for non-registered Shareholders

Non-registered Shareholders who wish to attend, participate and vote at the AGM using the Online Platform should:

- (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their Shares are held (together, the “**Intermediaries**”) to appoint themselves as proxies or corporate representatives to attend the AGM; and
- (2) provide their email addresses to their Intermediaries as early as possible and in any event, before the time limit required by the relevant Intermediaries.

GUIDANCE FOR THE ANNUAL GENERAL MEETING

Login details to access the Online Platform will be sent by the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, to the email addresses of the non-registered Shareholders provided by them through the Intermediaries. Any non-registered Shareholder who has provided an email address through the relevant Intermediaries for this purpose but has not received the login details by email by 12:30 pm on Wednesday, 10 May 2023 should reach out to the Hong Kong Share Registrar of the Company for assistance. Without the login details, the non-registered Shareholder will not be able to participate and vote through the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediaries in respect of both (1) and (2) above.

Login details for duly appointed proxies or corporate representatives

Login details to access the Online Platform will be sent by the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, to the email addresses of the proxies provided in the relevant proxy forms.

For corporate Shareholders which wish to appoint representatives to attend, participate and vote at the AGM on their behalf through the Online Platform, please call the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at +852 2862 8558 for arrangements.

Any proxy or corporate representative who has not received the login details by email by 12:30 pm on Wednesday, 10 May 2023 should reach out to the Hong Kong Share Registrar of the Company for assistance.

General

Registered and non-registered Shareholders (including their proxies or corporate representatives) should note that only one device is allowed for each set of login details. Please keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any responsibility or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise. They should also note that an active and stable internet connection is required in order to allow them to participate, vote and submit questions through the Online Platform. It is the responsibility of the Shareholder (and his/her proxy or corporate representative) to ensure that he/she has a sufficient and stable internet connection.

QUESTIONS AT AND PRIOR TO THE AGM

Shareholders (including their proxies or corporate representatives) attending the AGM through the Online Platform will be able to submit questions (whether in English or Chinese) relevant to the proposed resolutions online during the AGM.

If any Shareholders wish to send questions prior to the AGM, please do so by email from Friday, 28 April 2023 (9:00 am) to Friday, 5 May 2023 (5:00 pm) to AGM@hthk.com (for registered Shareholders, specifying the 10-digit shareholder reference number starting with “C” (SRN) as printed on the top right corner of the Shareholder Notification).

Whilst the Company will endeavour to respond to as many questions as possible at the AGM, due to time constraints, it is possible that not all questions could be dealt with at the AGM. Unanswered questions may be responded to after the AGM as appropriate.

GUIDANCE FOR THE ANNUAL GENERAL MEETING

APPOINTMENT OF PROXY IN ADVANCE OF THE AGM

Shareholders are encouraged to submit their completed proxy forms well in advance of the AGM. Return of a completed proxy form will not preclude a Shareholder from attending and voting in person physically or through the Online Platform at the AGM or at any adjournment or postponement thereof should the Shareholder subsequently so wish, and, in such event, the proxy appointment shall be deemed to be revoked.

Submission of proxy forms for registered Shareholders

A proxy form for use at the AGM is enclosed with this circular. The proxy form can also be downloaded from the Company website at www.hthkh.com and the HKEXnews Website at www.hkexnews.hk.

For the AGM convened to be held on Thursday, 11 May 2023 at 12:30 pm, the deadline to submit completed proxy forms is Tuesday, 9 May 2023 at 12:30 pm. Completed proxy forms must be returned before the deadline (i) to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or (ii) by email to AGMProxy@hthk.com.

Appointment of proxy for non-registered Shareholders

Non-registered Shareholders should contact their Intermediaries as soon as possible for assistance regarding the appointment of proxy.

A dedicated area of the Company website is assigned to provide timely updates and useful information on the AGM arrangements. Alongside the usual investor relations section on the Company website and on the HKEXnews Website, Shareholders can access the latest information of the AGM. Shareholders should check the Company website for future announcements and updates on the AGM arrangements.

If Shareholders have any questions relating to the AGM, please contact 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
Website: www.computershare.com/hk/contact

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company convened as a hybrid meeting to be held on Thursday, 11 May 2023 at 12:30 pm at the Principal Meeting Place with online access through the Online Platform (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 or “extreme conditions” caused by a super typhoon have been announced by the HKSAR Government and are in force, at 9:00 am on that day, at the same time and place and through the same Online Platform on Tuesday, 16 May 2023), notice of which is set out on pages 10 to 13 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;
“HKEXnews Website”	https://www.hkexnews.hk , a website for the dissemination of information, including issuer information, established by Hong Kong Exchanges and Clearing Limited;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong” or “HKSAR”	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”	27 March 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Online Platform”	the internet based platform (https://web.lumiagm.com) for attending, participating and voting by electronic means at the AGM, as detailed in “Guidance for the Annual General Meeting” on pages 1 to 3 of this circular;

DEFINITIONS

“Principal Meeting Place”	the 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong;
“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) of par value HK\$0.25 each in the share capital of the Company;
“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 issued by the Securities and Futures Commission in Hong Kong.

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

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, *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)
CHOW Ching Yee, Cynthia, *Independent Non-executive Director*
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 2023

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 as a hybrid meeting on Thursday, 11 May 2023 at 12:30 pm at the Principal Meeting Place (being the 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong) with online access through the Online Platform (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 or "extreme conditions" caused by a super typhoon have been announced by the HKSAR Government and are in force, at 9:00 am on that day, at the same time and place and through the same online platform on Tuesday, 16 May 2023). This circular also provides information regarding salient resolutions to be proposed at the AGM for: (i) the re-election of Directors; and (ii) the grant to the Directors the Issue Mandate and the Repurchase Mandate.

LETTER FROM THE BOARD

2. ANNUAL GENERAL MEETING

A notice convening the AGM is set out in Appendix I to this circular.

All the resolutions to be proposed at the AGM set out in the notice of AGM will be voted on 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 Company website at www.hthkh.com and the HKEXnews Website at www.hkexnews.hk.

A proxy form for use at the AGM is enclosed with this circular. The proxy form can also be downloaded from the above websites. Shareholders are recommended to complete and sign the proxy form in accordance with the instructions printed thereon and return it (i) to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or (ii) by email to AGMProxy@hthk.com, in either case, as soon as possible and in any event no later than 48 hours before the time appointed for holding the AGM or adjourned meeting or postponed meeting at which the person named in the proxy form proposes to vote. Shareholders are recommended to return proxy forms by email where possible and, if they elect to return proxy forms by post, ample time should be allowed for postal delivery.

Completion and return of the proxy form will not preclude a Shareholder from attending and voting physically at the Principal Meeting Place or electronically through the Online Platform at the AGM or at any adjournment or postponement thereof should the Shareholder subsequently so wish, and, in such event, the proxy appointment shall be deemed to be revoked.

Please also see "Guidance for the Annual General Meeting" on pages 1 to 3 of this circular for the AGM arrangements this year.

3. RE-ELECTION OF DIRECTORS

In accordance with Article 83(3) of the Articles of Association, Ms Chow Ching Yee, Cynthia, who was appointed as an Independent Non-executive Director on 28 December 2022, will hold office until the AGM and, being eligible, has offered herself for re-election at the AGM.

Further, in accordance with Article 84 of the Articles of Association, Mr Woo Chiu Man, Cliff, Mr Lai Kai Ming, Dominic and Mr Ip Yuk Keung will retire by rotation at the AGM. Being eligible, the above retiring Directors have offered themselves for re-election at the AGM.

The Nomination Committee considered and assessed the suitability of the above Directors for re-election in accordance with the Director Nomination Policy of the Company. 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. Mr Ip Yuk Keung, a member of the Nomination Committee, has abstained from voting on his own nomination when it was considered.

Mr Woo Chiu Man, Cliff, Co-Deputy Chairman and Non-executive Director, and Mr Lai Kai Ming, Dominic, Non-executive Director, both possess deep knowledge of the businesses of the Group and a broad range of commercial experience, offering substantial strategic planning, financial reporting, risk management and internal control expertise to the Board. Ms Chow Ching Yee, Cynthia and Mr Ip Yuk Keung, both Independent Non-executive Directors, possess vast experience in business management, and diverse expertise through their involvement across businesses in different sectors, including banking, finance and education. All the aforementioned Directors have consistently demonstrated strong commitment to their role, and the ability to devote sufficient time to the Board to bring in fresh perspectives and provide constructive comments at Board and, where applicable, Board Committee meetings. Further, all Directors achieved 100% attendance at Board and, where applicable, Board Committee meetings during their tenure in 2022 and up to the Latest Practicable Date.

LETTER FROM THE BOARD

Each of Ms Chow Ching Yee, Cynthia and Mr Ip Yuk Keung has confirmed his/her independence pursuant to Rule 3.13 of the Listing Rules. During their tenure as Independent Non-executive Directors, none of them was involved in the daily management of the Company nor in any relationship or circumstances which would materially interfere with their exercise of independent judgement. The Nomination Committee considered each of them to be independent, and that each of them would continue to bring in fresh perspectives, objective insights and independent judgment to the Board as well as, where applicable, the Board Committees the Director currently serves on.

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 Woo Chiu Man, Cliff, Mr Lai Kai Ming, Dominic, Ms Chow Ching Yee, Cynthia and Mr Ip Yuk Keung in the businesses of the Group and/or their general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole. The aforementioned Directors abstained from the discussion and voting at the Board meeting regarding their respective nominations.

Details of the Directors who are proposed to be re-elected at the AGM as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

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 Monday, 3 April 2023 to Wednesday, 12 April 2023, both days inclusive, (i) written nomination of the candidate, (ii) written confirmation from such nominated candidate of his/her willingness to be elected as Director, and (iii) 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 11 May 2022, 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 total number of Shares in issue as at the date of passing the relevant resolution; and (ii) to repurchase Shares not exceeding 10% of the total 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 Directors to issue, allot and deal with new Shares not exceeding 10% (instead of 20% as permitted under the Listing Rules) of the total number of Shares in issue at the date of the passing of the relevant resolution (such total 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 "benchmark price" (as described in Rule 13.36(5) of the Listing Rules). The relevant resolution is set out in agenda item No. 5 in the notice of AGM; and
- (b) to authorise the Directors 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 total number of Shares in issue at the date of the passing of the relevant resolution (such total 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 AGM.

LETTER FROM THE BOARD

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 under the Listing Rules, to provide requisite information to Shareholders for considering the proposal to grant to the Directors the Repurchase Mandate is set out in Appendix III to this circular.

5. RECOMMENDATION

The Board considers that the resolutions as set out in the notice of AGM are all in the best interests of the Company and its Shareholders as a whole. The Board also considers that it is in the interests of the Company and its Shareholders to re-elect those Directors retiring at the AGM who, being eligible, have offered themselves for re-election at the AGM. Accordingly, the Board recommends the Shareholders to vote in favour of all such resolutions 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 as a hybrid meeting at the 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong (the “**Principal Meeting Place**”) with online access through an online platform on Thursday, 11 May 2023 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 or “extreme conditions” caused by a super typhoon have been announced by the HKSAR Government and are in force, at 9:00 am on that day, at the same time and place and through the same online platform on Tuesday, 16 May 2023) for the following purposes:

1. To consider and adopt the audited financial statements together with the reports of the directors and the independent auditor for the year ended 31 December 2022.
2. To declare a final dividend.
3. To re-elect directors.
4. To re-appoint PricewaterhouseCoopers as independent auditor and to authorise the board of directors to fix the auditor’s remuneration.

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

ORDINARY RESOLUTIONS

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

- (c) the total 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 total number of Shares in issue on the date of passing this resolution (such total 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% to 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 or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total 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 total number of Shares in issue on the date of this resolution (such total 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 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 2023

Notes:

1. *The Annual General Meeting will be a hybrid meeting. Shareholders have the options of attending, participating and voting at the Annual General Meeting physically at the Principal Meeting Place or electronically through online access by visiting the website at <https://web.lumiagm.com> (the "Online Platform"). Irrespective of whether Shareholders are able to attend the AGM physically or online, they are encouraged to appoint the Chairman of the Annual General Meeting as their proxy in advance of the Annual General Meeting. Shareholders attending and participating in the Annual General Meeting electronically will also be counted towards the quorum and they will be able to cast their votes and submit questions through the Online Platform. Details of the Online Platform are set out in the circular of the Company dated 31 March 2023 (the "Circular").*
2. *At the Annual General Meeting, the Chairman of the Annual General Meeting will put each of the above resolutions to be voted by way of a poll pursuant to Article 66(a) of the Articles of Association of the Company.*
3. *Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and on a poll, vote in his/her stead. A proxy need not be a Shareholder.*
4. *All Shareholders who wish to appoint a proxy to attend and vote at the Annual General Meeting are recommended to appoint the Chairman of the Annual General Meeting as their proxy by completing, signing and returning the proxy form in accordance with the instructions printed thereon.*
5. *To be valid, the completed and signed proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be returned (i) to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or (ii) by email to AGMProxy@hthk.com, in either case, as soon as possible and in any event no later than 48 hours before the time appointed for holding the Annual General Meeting or adjourned or postponed meeting at which the person named in the proxy form proposes to vote. Shareholders are recommended to return proxy forms by email where possible and, if they elect to return proxy forms by post, ample time should be allowed for postal delivery.*
6. *Completion and return of the proxy form will not preclude a Shareholder from attending and voting physically at the Principal Meeting Place or electronically through the Online Platform, at the Annual General Meeting or at any adjournment or postponement thereof should the Shareholder subsequently so wish, and, in such event, the proxy appointment shall be deemed to be revoked.*
7. *The register of members of the Company will be closed from Monday, 8 May 2023 to Thursday, 11 May 2023 (or, to Tuesday, 16 May 2023, in the event that the Annual General Meeting is to be held on Tuesday, 16 May 2023 because of a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by a super typhoon have been announced by the HKSAR Government), both days inclusive, during which period no transfer of Shares will be effected, to determine Shareholders' entitlement to attend and vote at the Annual General Meeting (or at any adjournment or postponement thereof). In order to qualify for attending at the Annual General Meeting, all share certificates with completed transfer forms, either overleaf or separately, 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, no later than 4:30 pm on Friday, 5 May 2023.*
8. *For determination of Shareholders' entitlement to the proposed final dividend payable on Monday, 29 May 2023, all share certificates with completed transfer forms, either overleaf or separately, 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, no later than 4:30 pm on Wednesday, 17 May 2023, being the record date for determining Shareholders' entitlement to the proposed final dividend. In the event that the Annual General Meeting is held on a date later than Thursday, 11 May 2023 because of bad weather or other reasons, the record date for determination of entitlement to the proposed final dividend will be deferred accordingly. Further details of the new record date will be announced in such circumstances.*
9. *In relation to agenda item No. 3 in the Notice of Annual General Meeting, Mr Woo Chiu Man, Cliff, Mr Lai Kai Ming, Dominic and Mr Ip Yuk Keung will retire by rotation and Ms Chow Ching Yee, Cynthia will hold office until the Annual General Meeting and, all of them being eligible, have offered themselves for re-election at the Annual General Meeting. Details of the above Directors are set out in Appendix II to the Circular.*
10. *Procedures for Shareholders to propose a person for election as a Director of the Company at the Annual General Meeting are set out under the section headed "Re-election of Directors" in the Circular.*
11. *In relation to ordinary resolution in agenda item No. 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.*
12. *Any Shareholder with disability who has particular access request for physical attendance at the Annual General Meeting may contact the Company Secretary by phone at (852) 2128 1188 or by email to ir@hthkh.com on or before 5:00 pm on Friday, 5 May 2023.*
13. *Bad weather arrangements:*

The Annual General Meeting will be held on Thursday, 11 May 2023 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 or "extreme conditions" caused by a super typhoon have been announced by the HKSAR Government and are in force, at 9:00 am on Thursday, 11 May 2023, 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 and through the same Online Platform on Tuesday, 16 May 2023 instead.

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

Shareholders should carefully consider the risk of physical attendance at the Annual General Meeting under bad weather conditions, having regard to their personal circumstances and if they should choose to do so, they are advised to exercise due care and caution.
14. *In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.*

Set out below is some additional information on the Directors proposed to be re-elected at the AGM, which includes information required to be disclosed under the Listing Rules.

1. WOO Chiu Man, Cliff, BSc

Mr Woo, aged 69, has been Executive Director and Chief Executive Officer of the Company since January 2017 and was re-designated as Co-Deputy Chairman and a Non-executive Director in August 2018. He is a director of Hutchison Telecommunications (Australia) Limited and a commissioner of PT Indosat Tbk, both companies are listed overseas. He held various senior technology management positions in the telecommunications industry before joining the Hutchison Whampoa Limited (“**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 from March 2005 to December 2005. Mr Woo was seconded to Vodafone Hutchison Australia Pty Limited (now known as TPG Telecom Limited) as chief technology officer from 2012 to 2013 and was part of the core management team. He possesses extensive operations experience in the telecommunications industry and has been involved in cellular technology for over 32 years. Mr Woo 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.

Mr Woo is a director of certain companies controlled by certain substantial shareholders (within the meaning of the SFO) of the Company. Save as disclosed above, Mr Woo does not have any relationship with any other Directors, senior management or 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 Shares, within the meaning of Part XV of the SFO. The initial term of Mr Woo’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 Woo as a Non-executive Director and Co-Deputy Chairman of the Company under his appointment letter are HK\$70,000 per annum. Such fee is 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 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.

2. LAI Kai Ming, Dominic, BSc, MBA

Mr Lai, aged 69, has been a Non-executive Director of the Company since March 2009. He has also been Alternate Director to Mr Fok Kin Ning, Canning, Chairman and a Non-executive Director, and Ms Edith Shih, a Non-executive Director and Company Secretary, since January 2017. Mr Lai is executive director and deputy managing director of CKHH. He was Finance Director and Chief Operating Officer of the A.S. Watson Group, the retail arm of CKHH, from 1994 to 1997 and Group Managing Director of the Harbour Plaza Hotel Management Group, the former hotel business of HWL, from 1998 to 2000. Since 2000, he has been a director of HWL which was formerly listed on the Stock Exchange and has become a wholly-owned subsidiary of CKHH in 2015. He is also a director of HTAL, a commissioner of PT Duta Intidaya Tbk, and an alternate director to directors of HTAL and TOM Group Limited ("**TOM**"). All the companies mentioned above except HWL are listed in Hong Kong or overseas. Mr Lai holds a Bachelor of Science (Hons) degree and a Master's degree in Business Administration, and has over 35 years of management experience in different industries.

Mr Lai is a director of certain substantial shareholders (within the meaning of the SFO) of the Company and 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 of which Mr Lai has oversight as director of CKHH. Save as disclosed above, Mr Lai does not have any relationship with any other Directors, senior management or 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. The initial term of Mr Lai's service as a 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 Mr Lai as a Non-executive Director of the Company under his appointment letter are HK\$70,000 per annum. Such fee is 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.

3. CHOW Ching Yee, Cynthia, BA, MBA

Ms Chow, aged 59, has been appointed as Independent Non-executive Director of the Company since 28 December 2022. She is the founder and director of Discovery Mind Educational Organisation and Discovery Mind China (collectively the “**Discovery Mind Group**”). Ms Chow has over 25 years of experience in the operation of schools in Hong Kong and is responsible for the brand expansion and future development of the Discovery Mind Group. Before starting her educational career, Ms Chow was an Assistant Vice President, Private Banking, Citibank, Hong Kong from 1994 to 1996. She holds a Bachelor of Arts degree in Economics from Occidental College, the United States of America, and a Master's degree in Business Administration from Whittier College, the United States of America.

Ms Chow has not held any directorship in any other publicly listed companies, whether in Hong Kong or overseas, during the past three years; and she does not have any relationship with any other Directors, senior management, or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms Chow did not have any interests in Shares within the meaning of Part XV of the SFO. Pursuant to the Articles of Association, Ms Chow will hold office until the forthcoming annual general meeting of the Company, and will then be eligible for re-election at that meeting. Her service as an Independent Non-executive Director of the Company is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Articles of Association. The director's fees of Ms Chow as an Independent Non-executive Director of the Company under her appointment letter is HK\$70,000 per annum. Such fee is 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 Ms Chow 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. IP Yuk Keung, BSc, MSc, MSc

Mr Ip, aged 70, has been an Independent Non-executive Director of the Company, Chairman of the Audit Committee, a Remuneration Committee member and a Nomination Committee member since December 2019. Mr Ip is an international banking and finance professional with over 31 years of experience in the United States, Asia and Hong Kong. He was formerly Managing Director of Citigroup and Managing Director of Investments of Merrill Lynch (Asia Pacific). Mr Ip is an independent non-executive director of Eagle Asset Management (CP) Limited ("**Eagle Asset**") as the manager of Champion Real Estate Investment Trust, Power Assets, New World Development Company Limited and Lifestyle International Holdings Limited ("**Lifestyle**", which had withdrawn its listing on 20 December 2022). He was previously an independent non-executive director of TOM (resigned on 31 August 2020). Except for Eagle Asset and Lifestyle, all the companies/real estate investment trust mentioned above are listed in Hong Kong.

Mr Ip is an Adjunct Professor of and an advisor to various universities in Hong Kong, United States and Macau. He is a member of the Court of City University of Hong Kong ("**CityU**") and The Hong Kong University of Science and Technology ("**HKUST**"), an Honorary Fellow of CityU and Vocational Training Council, Senior Advisor to the President, Chairman of Career Development Advisory Council and Special Advisor to the Dean of the School of Business and Management of HKUST, and a Beta Gamma Sigma Honoree at CityU and HKUST. He was previously a Council Member of HKUST. Mr Ip holds a Bachelor of Science degree in Applied Mathematics and Computer Science, a Master of Science degree in Applied Mathematics and a Master of Science degree in Accounting and Finance.

Mr Ip 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 Ip did not have any interests in Shares within the meaning of Part XV of the SFO. The initial term of Mr Ip's service as an Independent Non-executive Director of the Company ended on 31 December 2020; 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 Ip as an Independent Non-executive Director, Chairman of the Audit Committee, and a member of the Nomination Committee and the Remuneration Committee of the Company under his appointment letter are HK\$70,000, HK\$70,000, HK\$20,000 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 Ip 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 explanatory statement contains information required pursuant to Rule 10.06(1)(b) of the Listing Rules in relation to the Repurchase Mandate.

1. Issued Shares

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

Subject to the passing of the ordinary resolution in agenda item No. 6 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 at the date of the passing of the ordinary resolution in agenda item No. 6.

2. Reasons for Repurchase

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from its Shareholders to enable the Directors to repurchase the Shares in the market.

Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share attributable to the Shareholders and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. Funding of Repurchase

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, share premium account 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 2022 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 the 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 up to the Latest Practicable Date were as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2022		
March	1.29	1.16
April	1.35	1.25
May	1.35	1.25
June	1.77	1.31
July	1.55	1.42
August	1.26	1.15
September	1.30	1.11
October	1.20	1.04
November	1.14	1.02
December	1.27	1.13
2023		
January	1.38	1.22
February	1.41	1.28
March (up to and including the Latest Practicable Date)	1.30	1.22

5. Undertaking

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the ordinary resolution in agenda item No. 6 in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, 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 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 Rules 26 and 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 total 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 the ordinary resolution in agenda item No. 6, then (assuming such shareholdings as at the Latest Practicable Date otherwise remain the same) the total interests of CKHH would increase from approximately 66.09% to approximately 73.43% of the total 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.