

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



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, REMUNERATION 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, 9 May 2024 at 12:15 pm at the Principal Meeting Place (being 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong) with online access through the Online Platform (<https://meetings.computershare.com/HTHKH2024AGM>). 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](http://www.hthkh.com) and the HKEXnews website at [www.hkexnews.hk](http://www.hkexnews.hk). Irrespective of whether Shareholders will 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) by email to [AGMProxy@hthk.com](mailto:AGMProxy@hthk.com), or (ii) 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, 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, 9 May 2024 at 12:15 pm, the deadline to submit completed proxy forms is Tuesday, 7 May 2024 at 12:15 pm.**

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

5 April 2024

---

## CONTENTS

---

	<i>Pages</i>
<b>Guidance for the Annual General Meeting</b> .....	1
<b>Definitions</b> .....	4
<b>Letter from the Board</b>	
Introduction .....	6
Annual General Meeting .....	7
Re-election of Directors .....	7
Remuneration of Directors .....	8
General Mandates to Issue New Shares and Repurchase Shares .....	8
Recommendation .....	9
<b>Appendix I – Notice of Annual General Meeting</b> .....	10
<b>Appendix II – Details of Directors</b> .....	14
<b>Appendix III – Explanatory Statement</b> .....	16

---

## 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 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://meetings.computershare.com/HTHKH2024AGM>, 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) can attend, participate and vote by electronic means at the AGM through the Online Platform at <https://meetings.computershare.com/HTHKH2024AGM>. 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 (if any) 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 (i.e. from 11:45 am on 9 May 2024) 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. An Online User Guide for the AGM is available at [www.hthkh.com](http://www.hthkh.com) for more information.

### Login details for registered Shareholders

Login details to access the Online Platform including a unique username and a password, for registration and authentication purposes, are included in the notification letter from the Company to registered Shareholders dated 5 April 2024 (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 12:15 pm on Wednesday, 8 May 2024 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 attend, participate and vote at the AGM 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 12:15 pm on Wednesday, 8 May 2024 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 officers or 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 users' own responsibility to ensure that they have 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, 26 April 2024 (9:00 am) to Friday, 3 May 2024 (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

---

### PROXY APPOINTMENT 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, 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.

### 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](http://www.hthkh.com) and the HKEXnews website at [www.hkexnews.hk](http://www.hkexnews.hk).

**For the AGM convened to be held on Thursday, 9 May 2024 at 12:15 pm, the deadline to submit completed proxy forms is Tuesday, 7 May 2024 at 12:15 pm.** Completed proxy forms must be returned before the deadline (i) by email to [AGMProxy@hthk.com](mailto:AGMProxy@hthk.com), or (ii) 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 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 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](http://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, 9 May 2024 at 12:15 pm at the Principal Meeting Place with online access through the Online Platform (or, in the event that a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above, or “extreme conditions” announced by the HKSAR Government is/are in force in Hong Kong at 9:00 am on that day, at the same time and place and through the same Online Platform on Monday, 13 May 2024), notice of which is set out on pages 10 to 13 of this circular, and any adjournment or postponement thereof. The HKSAR Government may issue an announcement on “extreme conditions” in the event of, for example, serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons;
“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”	<a href="https://www.hkexnews.hk">https://www.hkexnews.hk</a> , a dedicated 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 2024, 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;

---

## DEFINITIONS

---

“Online Platform”	the internet based platform ( <a href="https://meetings.computershare.com/HTHKH2024AGM">https://meetings.computershare.com/HTHKH2024AGM</a> ) through which Shareholders can attend, participate and vote by electronic means at the AGM;
“Principal Meeting Place”	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

5 April 2024

Dear Shareholder(s)

### NOTICE OF ANNUAL GENERAL MEETING

### PROPOSALS FOR RE-ELECTION OF DIRECTORS, REMUNERATION 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, 9 May 2024 at 12:15 pm at the Principal Meeting Place (being 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, a tropical cyclone warning signal no. 8 or above, or "extreme conditions" announced by the HKSAR Government is/are in force in Hong Kong at 9:00 am on that day, at the same time and place and through the same online platform on Monday, 13 May 2024). This circular also provides information regarding salient resolutions to be proposed at the AGM: (i) the re-election of Directors; (ii) the remuneration of Directors; and (iii) 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](http://www.hthkh.com) and the HKEXnews website at [www.hkexnews.hk](http://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 appoint the Chairman of the AGM as their proxy by completing and signing the proxy form in accordance with the instructions printed thereon and returning it (i) by email to [AGMProxy@hthk.com](mailto:AGMProxy@hthk.com), or (ii) 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, 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 84 of the Articles of Association, Mr Lui Dennis Pok Man, Mr Koo Sing Fai, Dr Lan Hong Tsung, David and Dr Wong Yick Ming, Rosanna will retire by rotation at the AGM. Dr Lan and Dr Wong have informed the Company that they will not be seeking re-election at the AGM and will therefore retire at the conclusion of AGM. All other Directors, being eligible, have offered themselves for re-election at the AGM.

The Board would like to express its gratitude to Dr Lan and Dr Wong for their invaluable contributions to the Board over the past years.

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, including the proposed appointment of new Independent Non-executive Directors with effect from the conclusion of the AGM, as well as the various diversity aspects set out in the Board Diversity Policy of the Company. The Nomination Committee is of the view that the retiring Directors are able to continue to fulfill their roles as required and are appropriate to stand for re-election. Please refer to the announcement of the Company regarding the changes to the Board published on 5 March 2024 for more details.

Mr Lui Dennis Pok Man, Co-Deputy Chairman and Non-executive Director, and Mr Koo Sing Fai, Executive Director and Chief Executive Officer, both possess deep understanding of the businesses of the Group and extensive management and operation experience in the telecommunications industry. 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 2023 and up to the Latest Practicable Date.

---

## LETTER FROM THE BOARD

---

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 and Mr Koo 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, 8 April 2024 to Monday, 15 April 2024, 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. REMUNERATION OF DIRECTORS**

It is proposed that Director's fees to each Director shall be HK\$84,000 for each financial year until otherwise determined by an ordinary resolution of the Company. Approval will be sought from the Shareholders at the AGM as set out in the ordinary resolution in agenda item No. 5 of the notice of AGM.

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

At the annual general meeting of the Company held on 11 May 2023, 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% or more, 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. 6 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. 7 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.

### **6. 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 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, 9 May 2024 at 12:15 pm (or, in the event that a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above, or “**extreme conditions**” announced by the HKSAR Government is/are in force in Hong Kong at 9:00 am on that day, at the same time and place and through the same online platform on Monday, 13 May 2024) 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 2023.
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** director’s fees payable to each director of the Company (the “**Director**”) shall be HK\$84,000 for each financial year until otherwise determined by an ordinary resolution of the Company, provided that such fees shall be payable in proportion to the period during which a Director has held office in a financial year in the case of a Director who does not hold office for the entire financial year.”
6. “**THAT:**
  - (a) subject to paragraphs (b), (c) and (d) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with new shares of the Company (the “**Shares**”) and to allot, issue or grant securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares or such convertible securities, and to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this resolution shall not extend beyond the Relevant Period but shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and warrants which would or might require the exercise of such power after the end of the Relevant Period;

- (c) the 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 the passing of 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: (A) the date of announcement of the transaction or arrangement involving the relevant proposed issue of Shares, (B) the date of the agreement involving the relevant proposed issue of Shares and (C) the date 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).”

7. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase or repurchase on the Stock Exchange, or any other stock exchange on which the securities of the Company are or may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, Shares including any form of depositary shares representing the right to receive such Shares issued by the Company, 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 the passing 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

**CHOW Yan Hing, Agnes**

*Company Secretary*

Hong Kong, 5 April 2024

## 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 at <https://meetings.computershare.com/HTHKH2024AGM> (the “**Online Platform**”). 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 5 April 2024 (the “**Circular**”) and the letter to shareholders dated 5 April 2024.*
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 notorially certified copy of such power or authority must be returned (i) by email to AGMPProxy@hthk.com, or (ii) 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, 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, 6 May 2024 to Thursday, 9 May 2024 (or, to Monday, 13 May 2024, in the event that the Annual General Meeting is to be held on Monday, 13 May 2024 because a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above, or “extreme conditions” 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, 3 May 2024.*
8. *For determination of Shareholders’ entitlement to the proposed final dividend payable on Monday, 27 May 2024, 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 Thursday, 16 May 2024, 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, 9 May 2024 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 Lui Dennis Pok Man and Mr Koo Sing Fai will retire by rotation at 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 at the Annual General Meeting are set out under the section headed “Re-election of Directors” in the Circular.*
11. *In relation to ordinary resolution in agenda item No. 7 above, the explanatory statement containing the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of an authority for the repurchase by the Company of its own shares, as required by the Rules Governing the Listing of Securities on the Stock Exchange, is set out in Appendix III to the Circular.*
12. *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](mailto:ir@hthkh.com) on or before 5:00 pm on Friday, 3 May 2024.*
13. *Bad weather arrangements:*

*The Annual General Meeting will be held on Thursday, 9 May 2024 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, a tropical cyclone warning signal no. 8 or above, or “extreme conditions” announced by the HKSAR Government is/are in force in Hong Kong at 9:00 am on Thursday, 9 May 2024, 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 Monday, 13 May 2024 instead. The HKSAR Government may issue an announcement on “extreme conditions” in the event of, for example, serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons.*

*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 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. LUI Dennis Pok Man, BSc**

Mr Lui, aged 73, 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 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 business 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 Part XV 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 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 Part XV 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 meetings 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\$84,000 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 51, has been Executive Director and Chief Executive Officer of the Company since August 2018, and a Sustainability Committee member since July 2020. He possesses a Bachelor of Science degree in Computer Science and has more than 28 years of experience in the telecommunications industry.

He joined the Hutchison Whampoa Limited 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 for 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 meetings 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 letter are HK\$84,000 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\$2,869,200 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.

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. 7 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. 7.

### **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 2023 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:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2023</b>		
March	1.30	1.22
April	1.40	1.25
May	1.39	1.18
June	1.24	1.17
July	1.27	1.18
August	1.19	1.07
September	1.11	1.06
October	1.09	1.03
November	1.07	1.02
December	1.10	1.02
<b>2024</b>		
January	1.14	1.03
February	1.10	1.03
March (up to and including the Latest Practicable Date)	1.08	1.02

#### 5. Undertaking

The Directors will, so far as the same may be applicable, exercise the power of the Company to make repurchases pursuant to the ordinary resolution in agenda item No. 7 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.

Neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

**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 Rule 26 and 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 Rule 26 and Rule 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. 7, 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 Rule 26 or Rule 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.