
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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

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)

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

NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting of Hutchison Telecommunications Hong Kong Holdings Limited to be held at Salon I, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Monday, 11 May 2015 at 3:30 p.m. or any adjournment thereof at which the above proposals will be considered is set out on pages 12 to 15 of this circular. Irrespective of whether you are able to attend the meeting, please complete the form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company at 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong no less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

27 March 2015

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board	
Introduction	3
Proposed Re-election of Retiring Directors	4
Proposed Grant of General Mandates to Issue and Repurchase Shares	4
Annual General Meeting	5
Recommendation	5
Appendix I – Information on Retiring Directors	6
Appendix II – Explanatory Statement for the Repurchase Mandate	9
Notice of Annual General Meeting	12

DEFINITIONS

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

“ADS(s)”	American depository share(s) issued by the depository namely Citibank N.A., each representing ownership of 15 Shares;
“Annual General Meeting”	the annual general meeting of the Company convened to be held on Monday, 11 May 2015 at 3:30 p.m. at Salon I, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong, notice of which is set out on pages 12 to 15 of this circular, and any adjournment thereof;
“Articles of Association”	the Articles of Association of the Company as amended from time to time;
“Board”	the board of Directors;
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“Company”	Hutchison Telecommunications Hong Kong Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 215) and its ADSs are eligible for trading in the United States of America only in the over-the-counter market;
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the general and unconditional mandate to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new shares in the Company not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving such mandate;
“Latest Practicable Date”	20 March 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the Memorandum of Association of the Company as amended from time to time;

DEFINITIONS

“Repurchase Mandate”	the general and unconditional mandate authorising the repurchase by the Company on the Stock Exchange of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving such mandate;
“Retiring Directors”	the Directors retiring at the Annual General Meeting and, being eligible, are offering themselves for re-election at the Annual General Meeting, in accordance with the Articles of Association;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of HK\$0.25 each;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	the Code on Takeovers and Mergers.

LETTER FROM THE BOARD



Hutchison Telecom
Hong Kong Holdings

Hutchison Telecommunications Hong Kong Holdings Limited

和記電訊香港控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 215)

Directors:

FOK Kin Ning, Canning, *Chairman and Non-executive Director*
(also Alternate to CHOW WOO Mo Fong, Susan)
LUI Dennis Pok Man, *Deputy Chairman and Non-executive Director*
WONG King Fai, Peter, *Executive Director*
CHOW WOO Mo Fong, Susan, *Non-executive Director*
Frank John SIXT, *Non-executive Director*
LAI Kai Ming, Dominic, *Non-executive Director*
(also Alternate to Frank John SIXT)
MA Lai Chee, Gerald
(Alternate to LAI Kai Ming, Dominic)
CHEONG Ying Chew, Henry, *Independent Non-executive Director*
(also Alternate to WONG Yick Ming, Rosanna)
LAN Hong Tsung, David, *Independent Non-executive Director*
WONG Yick Ming, Rosanna, *Independent Non-executive Director*

Registered office:

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

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

22nd Floor
Hutchison House
10 Harcourt Road
Hong Kong

27 March 2015

To the Shareholders

Dear Sir or Madam

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

NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Company will propose at the Annual General Meeting resolutions to, inter alia, (i) re-elect the Retiring Directors; and (ii) grant to the Directors the Issue Mandate and the Repurchase Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors at the annual general meeting of the Company held on 13 May 2014.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information on resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84 of the Articles of Association, Mr Lui Dennis Pok Man, Mrs Chow Woo Mo Fong, Susan and Dr Lan Hong Tsung, David will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting. Information on the Retiring Directors as required to be disclosed under the Listing Rules is set out in Appendix I to this circular.

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 13 May 2014, ordinary resolutions were passed to grant general mandates to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of approving the relevant resolution plus the aggregate nominal amount up to a maximum of 10% of the then issued share capital of the Company repurchased by the Company; and (ii) to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of approving the relevant resolution.

These general mandates will lapse at the conclusion of the Annual General Meeting. At the Annual General Meeting, an ordinary resolution will be proposed to grant the Issue Mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving the Issue Mandate to provide flexibility to the Company to raise funds by issue of Shares efficiently.

At the Annual General Meeting, it is also proposed to grant to the Directors the Repurchase Mandate authorising the repurchase by the Company on the Stock Exchange of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving the Repurchase Mandate.

If the Repurchase Mandate is granted, a further ordinary resolution will be proposed at the Annual General Meeting providing that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

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

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

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 12 to 15 of this circular. The form of proxy for use at the Annual General Meeting is enclosed. Irrespective of whether you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company at 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong no less than 48 hours before the time fixed for holding the Annual General Meeting. Completion of the form of proxy and its return to the Company will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

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

RECOMMENDATION

The Board considers that the proposals mentioned above, including the proposed re-election of the Retiring Directors, and the grant of the Issue Mandate and the Repurchase Mandate, are all in the interests of the Company and the Shareholders. Accordingly, the Board recommends you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully
For and on behalf of the Board

FOK Kin Ning, Canning
Chairman

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

1. LUI Dennis Pok Man, BSc

Mr Lui, aged 64, has been Deputy Chairman and a Non-executive Director of the Company since 4 March 2009. He holds a Bachelor of Science degree. He has approximately 28 years of experience in the telecommunications industry.

Mr Lui is a director of Hutchison Telecommunications Group Holdings Limited ("HTGHL"), a substantial shareholder of the Company within the meaning of Part XV of the SFO. Mr Lui heads the operations of the Hutchison Asia Telecommunications group comprising its telecommunications businesses in Indonesia, Vietnam and Sri Lanka. He also oversees the telecommunications operations in Ireland and Austria and generally assists in other telecommunications operations and related investments within the Hutchison Whampoa Limited ("HWL", whose shares are listed on the Main Board of the Stock Exchange) group. 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 subsidiary of the Company), in charge of the mobile telecommunications, fixed-line, multi-media, Internet and paging businesses in China, Hong Kong, Macau and Taiwan from 1996 to April 2000. From May 2001, he oversaw a number of the telecommunications operations and new business development of the HWL group in particular as an executive director and chief executive officer of Hutchison Telecommunications International Limited from 2004 to 2010.

In addition to his directorship in HTGHL, he also holds directorships in certain companies controlled by certain substantial shareholders 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 share capital of the Company, within the meaning of Part XV of the SFO. There is a service agreement between the Company and Mr Lui for his appointment as Deputy Chairman and Non-executive Director of the Company for an initial term which ended 31 December 2010; such appointment thereafter being automatically renewed for successive 12-month periods, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Listing Rules and the Articles of Association. He is entitled to a director's fee of HK\$70,000 per annum. Such fee is subject to review by the Board from time to time and proration for an incomplete year of service. Mr Lui's emoluments are determined with reference to the performance and profitability of the Company, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Mr 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. CHOW WOO Mo Fong, Susan, BSc

Mrs Chow, aged 61, has been a Director of the Company since 2007 and designated as a Non-executive Director of the Company since 4 March 2009. She is a qualified solicitor and holds a Bachelor's degree in Business Administration. She has approximately 21 years of experience in the telecommunications industry.

Mrs Chow is an executive director and deputy group managing director of HWL, an executive director of Cheung Kong Infrastructure Holdings Limited (“CKI”, whose shares are listed on the Main Board of the Stock Exchange) and a director of Hutchison Telecommunications (Australia) Limited (“HTAL”, whose shares are listed on the Australian Securities Exchange).

She is also alternate director to directors of CKI, HK Electric Investments Manager Limited (“HKEIM”) (as trustee-manager of HK Electric Investments), and HK Electric Investments Limited (“HKEIL”) (the share stapled units jointly issued by HK Electric Investments and HKEIL are listed on the Main Board of the Stock Exchange), HTAL and TOM Group Limited (whose shares are listed on the Main Board of the Stock Exchange). She was previously an executive director and alternate director to directors of Power Assets Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange) (resigned on 29 January 2014), an executive director of HKEIM (as trustee-manager of HK Electric Investments) (resigned on 28 November 2014), HKEIL (resigned on 28 November 2014) and Hutchison Harbour Ring Limited (“HHR”) (now known as China Oceanwide Holdings Limited, whose shares are listed on the Main Board of the Stock Exchange) (resigned on 19 December 2014), and alternate director to director of Hutchison Port Holdings Management Pte. Limited (as trustee-manager of Hutchison Port Holdings Trust whose units are listed on the Main Board of Singapore Exchange Securities Trading Limited) (resigned on 24 October 2012).

Mrs Chow is a director of Hutchison International Limited, Ommaney Holdings Limited, HTGHL, Hutchison Telecommunications Investment Holdings Limited and Hutchison Telecommunications Holdings Limited, all of which and HWL are substantial shareholders of the Company, within the meaning of Part XV of the SFO. She also holds directorships in certain companies controlled by certain substantial shareholders of the Company. Save as disclosed above, Mrs Chow does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mrs Chow had personal interests in 250,000 Shares, representing approximately 0.0052% of the issued share capital of the Company, within the meaning of Part XV of the SFO. There is a service agreement between the Company and Mrs Chow for her appointment as Non-executive Director of the Company for an initial term which ended 31 December 2010; such appointment thereafter being automatically renewed for successive 12-month periods, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Listing Rules and the Articles of Association. She is entitled to a director’s fee of HK\$70,000 per annum. Such fee is subject to review by the Board from time to time and proration for an incomplete year of service. Mrs Chow’s emoluments are determined with reference to the performance and profitability of the Company, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Mrs 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.

3. LAN Hong Tsung, David, GBS, ISO, JP

Dr Lan, aged 74, has been an Independent Non-executive Director of the Company since 3 April 2009. He is Chairman of the Remuneration Committee and a member of the Audit Committee of the Company. Dr Lan is a Chartered Secretary and a Fellow of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and

Administrators in the United Kingdom. He received his Bachelor of Arts degree from the University of London, the United Kingdom and completed the Advanced Management Program (AMP) of the Harvard Business School, Boston. He was also a Visiting Fellow at Queen Elizabeth House, University of Oxford. Dr Lan was conferred with Doctor of Humanities, honoris causa by Don Honorio Ventura Technological State University and Visiting Professorships of Bulacan State University and Tarlac State University.

Dr Lan is currently the chairman of David H T Lan Consultants Limited. He is also an independent non-executive director of CKI, ARA Asset Management (Fortune) Limited (as manager of Fortune Real Estate Investment Trust whose units are listed on the Main Board of the Stock Exchange and on the Main Board of Singapore Exchange Securities Trading Limited), ARA Asset Management (Prosperity) Limited (as manager of Prosperity Real Estate Investment Trust whose units are listed on the Main Board of the Stock Exchange) and SJM Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange), and a non-executive director and the co-chairman of Aurum Pacific (China) Group Limited (whose shares are listed on the Growth Enterprise Market of the Stock Exchange). He is also president of The International Institute of Management Limited, senior advisor of Mitsui & Company (Hong Kong) Limited, supervisor of Nanyang Commercial Bank (China), Limited and an independent non-executive director of Nanyang Commercial Bank, Limited. Dr Lan was previously an independent non-executive director of HHR (now known as China Oceanwide Holdings Limited) (resigned on 19 December 2014).

Dr Lan was Secretary for Home Affairs of the Government of the Hong Kong Special Administrative Region till his retirement in July 2000. He had served as a civil servant in various capacities for 39 years and was awarded the Gold Bauhinia Star Medal on 1 July 2000. He was a member of the 10th and 11th sessions of the National Committee of the Chinese People's Political Consultative Conference of the People's Republic of China.

Save as disclosed above, Dr Lan does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr Lan did not have any interests in Shares, within the meaning of Part XV of the SFO. There is a service agreement between the Company and Dr Lan for his appointment as Independent Non-executive Director of the Company and his term is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Listing Rules and the Articles of Association. He is entitled to a director's fee of HK\$70,000 per annum and his additional fee for being Chairman of the Remuneration Committee and a member of the Audit Committee is HK\$20,000 and HK\$70,000 per annum respectively. Such fees are subject to review by the Board from time to time and proration for an incomplete year of service. Dr Lan's emoluments are determined with reference to the performance and profitability of the Company, as well as remuneration benchmark in the industry and the prevailing market conditions.

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

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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

1. Share Capital

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 4,818,896,208 Shares.

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

2. Reasons for Repurchases

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

3. Funding of Repurchases

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

To the extent that repurchase is funded entirely from the available cashflow or working capital facilities of the Company, there might be an adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the Annual Report for the year ended 31 December 2014 in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

4. Share Prices

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months and the period from 1 March 2015 to the Latest Practicable Date were as follows:

	Per Share	
	Highest (HK\$)	Lowest (HK\$)
2014		
March	2.83	2.50
April	2.65	2.53
May	2.97	2.52
June	3.20	2.74
July	3.45	3.03
August	3.51	3.15
September	3.45	3.02
October	3.16	2.83
November	3.27	2.98
December	3.31	2.97
2015		
January	3.59	3.15
February	3.93	3.41
March (up to and including the Latest Practicable Date)	3.94	3.53

5. Directors, their undertakings and close associates and core connected persons

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

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company or has undertaken to the Company not to sell any of the Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

6. Implications under the Takeovers Code

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

As at the Latest Practicable Date, Hutchison Telecommunications Investment Holdings Limited and Hutchison Telecommunications Holdings Limited, both being indirect wholly-owned subsidiaries of HWL, held together 3,132,890,253 Shares, representing approximately 65.01% of the issued ordinary share capital of the Company. HWL was deemed to be interested in an aggregate of 3,132,890,253 Shares, representing approximately 65.01% of the issued ordinary share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the relevant Ordinary Resolution No. 6 of the Annual General Meeting, then (if the present shareholdings otherwise remained the same) the aggregate interests of HWL would increase from approximately 65.01% to approximately 72.24% of the then issued ordinary share capital of the Company. In the opinion of the Directors, such increase would not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Accordingly, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

7. Share repurchases made by the Company

The Company did not purchase any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



Hutchison Telecom
Hong Kong Holdings

Hutchison Telecommunications Hong Kong Holdings Limited

和記電訊香港控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 215)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hutchison Telecommunications Hong Kong Holdings Limited (the "Company") will be held at Salon I, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Monday, 11 May 2015 at 3:30 p.m. for the following purposes:

1. To consider and adopt the audited financial statements together with the report of the directors and the report of the auditor for the year ended 31 December 2014.
2. To declare a final dividend.
3. To re-elect directors and to authorise the board of directors to fix the directors' remuneration.
4. To re-appoint PricewaterhouseCoopers as the auditor and to authorise the board of directors to fix the auditor's remuneration.

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

ORDINARY RESOLUTIONS

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

NOTICE OF ANNUAL GENERAL MEETING

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

(d) for the purposes of this resolution,

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

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

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

6. **“THAT:**

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase or repurchase on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), or any other stock exchange on which the securities of the Company are or may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, Shares including any form of depositary shares representing the right to receive such Shares issued by the Company and that the exercise by the Directors of all powers of the Company to repurchase such securities, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of the Shares which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of this resolution, and the said approval shall be limited accordingly; and
 - (c) for the purposes of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."
7. "THAT subject to the passing of Ordinary Resolutions No. 5 and 6 set out in the notice convening this meeting, the aggregate nominal amount of the share capital of the Company which may be purchased or repurchased by the Company pursuant to the authority granted to the Directors by Ordinary Resolution No. 6 set out in the notice convening this meeting shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or issued or agreed conditionally or unconditionally to be allotted or issued by the Directors pursuant to Ordinary Resolution No. 5 set out in the notice convening this meeting, provided that such shares shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of this resolution."

The register of members of the Company will be closed from Wednesday, 6 May 2015 to Monday, 11 May 2015, both days inclusive.

By Order of the Board

Edith SHIH
Company Secretary

Hong Kong, 27 March 2015

Notes:

1. *In order to be entitled to attend and vote at the meeting (or at any adjournment thereof), all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar of the Company (Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) for registration no later than 4:30 p.m. on Tuesday, 5 May 2015.*
2. *In order to be qualified for the proposed final dividend payable on Wednesday, 27 May 2015, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar of the Company (Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) for registration no later than 4:30 p.m. on Friday, 15 May 2015, being the record date for determining members' entitlements to the proposed final dividend.*

NOTICE OF ANNUAL GENERAL MEETING

3. *Only members are entitled to attend and vote at the meeting (or at any adjournment thereof).*
4. *A member entitled to attend and vote at the meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and, on a poll, vote instead of that member. A proxy needs not be a member of the Company. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the principal place of business of the Company at 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong no less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof) (as the case may be).*
5. *At the meeting (or at any adjournment thereof), the chairman of the meeting will put each of the resolutions set out in the notice of the meeting to the vote by way of a poll.*
6. *With respect to Ordinary Resolution No. 5, the directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the members under Ordinary Resolution No. 5 as a general mandate for the purposes of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.*
7. *A circular containing the information regarding, inter alia, the proposed re-election of retiring directors, and the grant of general mandates to issue shares and repurchase shares of the Company will be sent to the members of the Company together with the 2014 Annual Report of the Company.*
8. *If tropical cyclone warning signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 11:00 a.m. on the date of the meeting, the meeting will be postponed. Members may call the hotline (852) 3166 8888 or visit the website of the Company (www.hthkh.com) for details of the postponement and alternative meeting arrangements.*

The meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.

Members should make their own decision as to whether they would attend the meeting under bad weather conditions bearing in mind their own situations and if they should choose to so do, they are advised to exercise care and caution.