

Notice of Annual General Meeting 2019

Notice of Annual General Meeting

NOTICE is hereby given that the Annual General Meeting of shareholders of Hutchison Telecommunications (Australia) Limited (ABN 15 003 677 227) (HTAL) will be held at 177 Pacific Highway, North Sydney, New South Wales on Thursday, 2 May 2019 at 10.00 am (Sydney time).

Ordinary Business

Financial Report

To receive and consider the financial report, including the Directors' Report and the Auditor's Report for the year ended 31 December 2018.

Re-election of Directors

To consider, and if thought fit, pass the following resolutions as ordinary resolutions:

1. THAT Mr Fok Kin Ning, Canning, who retires in accordance with the Constitution and being eligible offers himself for re-election, be re-elected as a Director.
2. THAT Mr Frank John Sixt, who retires in accordance with the Constitution and being eligible offers himself for re-election, be re-elected as a Director.

Remuneration Report

To consider, and if thought fit, pass the following resolution as an advisory ordinary resolution:

3. THAT the Remuneration Report for the year ended 31 December 2018 be adopted.

Note: In accordance with section 250R of the Corporations Act 2001, the vote on resolution 3 will be advisory only and will not bind the Directors of HTAL.

An explanation for each of the proposed resolutions is set out in the Explanatory Notes.

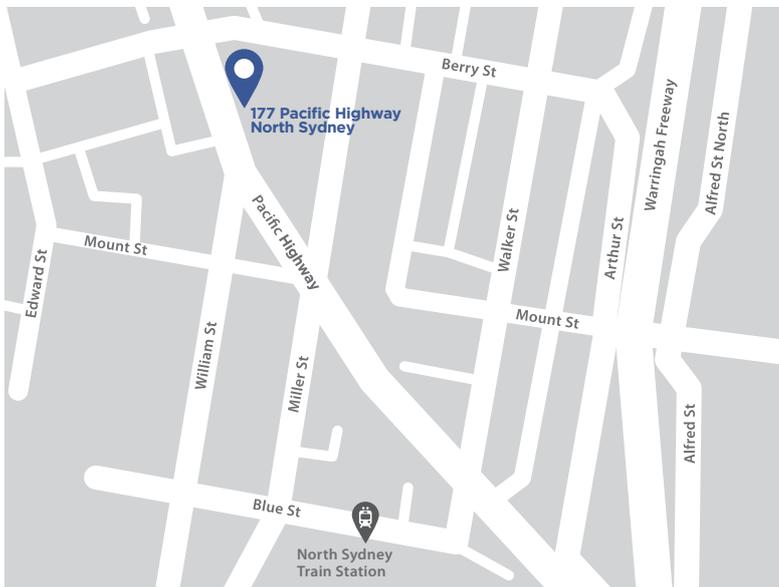
By order of the Board

Edith Shih
Louise Sexton

Joint Company Secretaries
22 March 2019

How to Find Us

We are located at **177 Pacific Highway, North Sydney** within short walking distance of North Sydney train station. Whilst parking is not available onsite, there are various parking stations located nearby.



Notes on Voting

Proxies

If you cannot or do not wish to attend the Annual General Meeting, you may appoint a proxy to attend and vote for you. The appointment may specify the proportion or number of your votes that the proxy may exercise. The proxy does not need to be a shareholder. If you are entitled to cast 2 or more votes at the meeting, you may appoint up to 2 proxies. If you appoint 2 proxies and the appointment does not specify the proportion or number of your votes the proxy may exercise, each proxy may exercise half of the votes.

To ensure that all shareholders can exercise their right to vote on the resolutions, a proxy form is enclosed together with a reply paid envelope. You can lodge the proxy form by sending it in the reply paid envelope or otherwise posting, delivering or faxing it to HTAL's Share Registry (see below). The proxy form tells you what you need to do.

If you return your proxy form but do not nominate a representative, the Chairman of the Annual General Meeting will be your proxy and will vote on your behalf as you direct on the proxy form.

If your nominated representative does not attend the Annual General Meeting, then your proxy will default to the Chairman who will vote as directed on the proxy form.

If your nominated representative (other than the Chairman) is given voting instructions, the Chairman must cast on a poll those proxy votes on your behalf if your nominated representative does not do so.

Any undirected proxies in favour of or defaulting to the Chairman may be voted by the Chairman as he thinks fit (and will be voted by the Chairman in favour of each resolution).

You should note that if the Chairman is appointed, or taken to be appointed, as your proxy, you can direct the Chairman to vote for or against, or to abstain from voting on, Resolution 3 (Remuneration Report) by marking the relevant box opposite Resolution 3. However, if the Chairman is a proxy and you do not mark any of the boxes opposite Resolution 3, you will be expressly authorising the Chairman to vote in favour of Resolution 3, even though Resolution 3 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of HTAL.

If you appoint a Director (other than the Chairman), other member of the Key Management Personnel of HTAL or their closely related parties as your proxy, you must specify how they should vote on Resolution 3 by completing the "For", "Against" or "Abstain" boxes on the proxy form. If you do not do that, your proxy will not be able to exercise your vote on your behalf on Resolution 3.

When

The proxy form (along with any power of attorney or certified copy of the power of attorney under which it is signed) must be received by HTAL's Share Registry, Link Market Services Limited, by no later than **10.00 am (Sydney time) on Tuesday, 30 April 2019**. Any proxy form lodged after that time will be treated as invalid.

How

The completed proxy form (along with any power of attorney or certified copy of the power of attorney under which it is signed) may be:

- mailed to Hutchison Telecommunications (Australia) Limited c/- Link Market Services Limited at Locked Bag A14, Sydney South, NSW 1235, Australia in the enclosed reply-paid envelope; or
- sent by facsimile to: Link Market Services Limited on +61 2 9287 0309; or
- delivered in person to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138, Australia; or
- lodged online at **www.linkmarketservices.com.au** in accordance with the instructions given there.

Entitlement to vote deadline

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001*, for the purposes of the Annual General Meeting, **only those persons holding shares at 7.00 pm (Sydney time) on Tuesday, 30 April 2019 (the Meeting Record Date)** will be treated as shareholders. This means that if you are not the registered holder of a share at that time you will not be entitled to vote in respect of that share.

The vote on the resolutions will be decided on a show of hands unless a poll is demanded.

On a show of hands, every shareholder who is present in person or by proxy, or by representative or by attorney, will have one vote. Upon a poll, every shareholder who is present in person or by proxy, or by representative or by attorney, will have one vote for each share held by that shareholder.

If your shares are jointly held, only one of the joint holders is entitled to vote. If more than one shareholder votes in respect of jointly held shares, only the vote of the shareholder whose name appears first in the register will be counted.

Requirements with regard to letters of representation for corporate shareholders

In order to vote at the Annual General Meeting (other than by proxy), a corporation that is a shareholder must appoint a person to act as its representative. The appointment must comply with section 250D of the *Corporations Act 2001*. The representative must bring to the Annual General Meeting evidence of his or her appointment, including any authority under which it was signed.

Submission of written questions to HTAL or Auditor

In accordance with the *Corporations Act 2001*, a reasonable opportunity will be given to shareholders – as a whole – to ask questions about or to make comments on HTAL's management or its Remuneration Report at the meeting. Similarly, a reasonable opportunity will be given to shareholders – as a whole – to ask HTAL's external auditor, PricewaterhouseCoopers, questions relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by HTAL in relation to the preparation of its financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Shareholders may submit a question to PricewaterhouseCoopers online prior to the meeting by visiting the Share Registrar's website at **www.linkmarketservices.com.au**, or by sending the written question to Hutchison Telecommunications (Australia) Limited c/- Link Market Services Limited at Locked Bag A14, Sydney South, NSW 1235, Australia, if the question is relevant to the content of PricewaterhouseCoopers' Audit Report or the conduct of its audit of HTAL's financial report for the year ended 31 December 2018. Relevant online questions for the auditor must be received no later than 5.00 pm (Sydney time) on Wednesday, 24 April 2019. Where appropriate, a list of those relevant questions will be made available to shareholders attending the Annual General Meeting. HTAL or PricewaterhouseCoopers will either answer these questions at the Annual General Meeting, or table written answers to them at the Annual General Meeting. Any written answers will be made available to shareholders as soon as practicable after the Annual General Meeting.

Explanatory Notes to Resolutions

Resolution 1

Re-election of Mr Fok Kin Ning, Canning as a Director

Fok Kin Ning, Canning, aged 67, has been a Director since February 1999. Mr Fok has been a non-executive director of CK Hutchison Holdings Limited ("CKHH") since January 2015 and was re-designated as an executive director and group co-managing director of CKHH in June 2015. He has been a director of Cheung Kong (Holdings) Limited and Hutchison Whampoa Limited since 1985 and 1984 respectively, both of which became wholly owned subsidiaries of CKHH in June 2015. He has been chairman and a non-executive director of Hutchison Telecommunications Hong Kong Holdings Limited ("HTHKH") since 2009 and of Hutchison Port Holdings Management Pte. Limited ("HPHM") as the trustee-manager of Hutchison Port Holdings Trust ("HPH Trust") since 2011, an executive director since 1985 and chairman since 2005 of Power Assets Holdings Limited ("Power Assets"), chairman and an executive director of HK Electric Investments Manager Limited ("HKEIML") as the trustee-manager of HK Electric Investments ("HKEI") and of HK Electric Investments Limited ("HKEIL") since 2013, co-chairman of Husky Energy Inc. ("Husky Energy") since 2000, and an executive director and deputy chairman of CK Infrastructure Holdings Limited ("CKI") since 1997. The aforementioned companies are either the ultimate holding company of HTAL, or subsidiaries or associated companies of CKHH in which Mr Fok acts as chairman, co-chairman, deputy chairman or director for the purpose of overseeing the management of such businesses. He was previously alternate director to a director of HTHKH from 2010 to July 2016. Mr Fok has also been a director of Vodafone Hutchison Australia Pty Limited ("VHA") since 2001. He holds a Bachelor of Arts degree and a Diploma in Financial Management, and is a Fellow of Chartered Accountants Australia and New Zealand.

The Board considers Mr Fok not to be an independent director.

The Directors (other than Mr Fok who abstained because of his interest in the resolution) have resolved to recommend that shareholders vote in favour of the re-election of Mr Fok.

Resolution 2

Re-election of Mr Frank John Sixt as a Director

Frank John Sixt, aged 67, has been a Director since January 1998 and Alternate Director to Mr Lai Kai Ming, Dominic since February 2008. Mr Sixt has been a non-executive director of CKHH since January 2015 and was re-designated as an executive director, group finance director and deputy managing director of CKHH in June 2015. Since 1991, he has been a director of Cheung Kong (Holdings) Limited and Hutchison Whampoa Limited, both of which became wholly owned subsidiaries of CKHH in June 2015. He has been chairman and a non-executive director of TOM Group Limited since 1999 and an executive director of CKI since 1996. Mr Sixt has also been a director of Husky Energy since 2000. He has been alternate director to a director of HKEIML as the trustee-manager of HKEI and of HKEIL since 2015. The aforementioned companies are either the ultimate holding company of HTAL, or subsidiaries or associated companies of CKHH in which Mr Sixt acts as chairman or director for the purpose of overseeing the management of such businesses. Mr Sixt was previously a non-executive director of HTHKH from 2009 to December 2016 and of HPHM as the trustee-manager of HPH Trust from 2011 to December 2016. He was previously a non-executive director (re-designated from an executive director to a non-executive director in January 2014) of Power Assets from 1998 to December 2016. He has also been a director of VHA since 2001. He was previously Alternate Director to Mrs Chow Woo Mo Fong, Susan, a then Director of HTAL from 2008 to July 2016. Mr Sixt holds a Master's degree in Arts and a Bachelor's degree in Civil Law, and is a member of the Bar and of the Law Society of the Provinces of Québec and Ontario, Canada.

The Board considers Mr Sixt not to be an independent director.

The Directors (other than Mr Sixt who abstained because of his interest in the resolution) have resolved to recommend that shareholders vote in favour of the re-election of Mr Sixt.

Resolution 3

Adoption of the Remuneration Report

Consistent with section 250R of the *Corporations Act 2001*, HTAL submits to shareholders for consideration and adoption by way of an advisory resolution its Remuneration Report for the year ended 31 December 2018. At the meeting there will be a reasonable opportunity for discussion of the report.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and executives of HTAL. The Remuneration Report can be located in HTAL's Annual Report on pages 17 to 19. The Annual Report is available on HTAL's website (www.hutchison.com.au).

The Directors recommend that shareholders vote in favour of the resolution.

Voting exclusions

Resolution 3 is a resolution that is directly or indirectly related to the remuneration of a member of the Key Management Personnel ("KMP") of HTAL. The KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the HTAL consolidated group either directly or indirectly.

The *Corporations Act 2001* restricts KMP and their closely related parties from voting in their own right and/or as proxies in certain circumstances in respect of such resolutions. A "closely related party" is defined in the *Corporations Act 2001* and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

In accordance with the requirements of the *Corporations Act 2001*, HTAL will disregard any votes cast on this Resolution 3 by or on behalf of a member of the KMP or the KMP's closely related parties, unless the vote is cast:

- by a person as proxy for a person entitled to vote in accordance with a direction on the proxy form and the vote is not cast on behalf of a member of the KMP named in HTAL's Remuneration Report or the KMP's closely related parties; or
- by the Chairman of the Meeting as proxy for a person entitled to vote in accordance with an express authority to vote undirected proxies as the Chairman sees fit.