
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 you should take, 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 International Limited (the "Company"), you should at once hand this circular and the accompanying yellow form of proxy to the purchaser or transferee or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Hutchison Telecom

HUTCHISON TELECOMMUNICATIONS INTERNATIONAL LIMITED

和記電訊國際有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2332)

**PROPOSED RE-ELECTION OF DIRECTORS
PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening an annual general meeting of the Company to be held at the Grand Ballroom 1, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Wednesday, 26 May 2010 at 2:30 p.m. or any adjournment thereof to approve the matters referred to in this circular are set out on pages 11 to 14 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the yellow 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 not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the yellow form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

With reference to the annual general meeting of the Company, in the event that the listing of the shares of the Company is withdrawn from The Stock Exchange of Hong Kong Limited as a result of the proposed privatisation of the Company by Hutchison Telecommunications Holdings Limited by way of a scheme of arrangement becoming effective on or before 26 May 2010, the annual general meeting will be cancelled.

15 March 2010

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DEFINITIONS

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

“ADS(s)”	American depository share(s) issued by Citibank N.A., each representing ownership of 15 Shares;
“Annual General Meeting”	the annual general meeting of the Company to be held on 26 May 2010 or any adjournment thereof;
“Articles of Association”	articles of association of the Company as amended from time to time;
“associate”	has the meaning ascribed to that expression under the Listing Rules;
“Board”	board of Directors;
“Company”	Hutchison Telecommunications International Limited, a company incorporated in the Cayman Islands, whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 2332) and ADSs are listed on New York Stock Exchange, Inc (Ticker: HTX);
“connected person”	has the meaning ascribed to that expression under the Listing Rules;
“Directors”	directors 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”	11 March 2010, being the latest practicable date prior to the issue 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, both in accordance with the Articles of Association;
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Share(s)”	ordinary share(s) in the issued share capital of the Company with a par value of HK\$0.25 each;
“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“US\$”	United States dollars, the lawful currency of the United States of America.

LETTER FROM THE BOARD



HUTCHISON TELECOMMUNICATIONS INTERNATIONAL LIMITED

和記電訊國際有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2332)

Executive Directors:

Mr. LUI Dennis Pok Man
Mr. Christopher John FOLL
Mr. CHAN Ting Yu
(also Alternate to Mr. Lui Dennis Pok Man)

Non-executive Directors:

Mr. FOK Kin-ning, Canning *(Chairman)*
Mrs. CHOW WOO Mo Fong, Susan
*(also Alternate to Mr. Fok Kin-ning, Canning and
Mr. Frank John Sixt)*
Mr. Frank John SIXT

Independent Non-executive Directors:

Mr. KWAN Kai Cheong
Mr. John W. STANTON
Mr. Kevin WESTLEY

Alternate Director:

Mr. WOO Chiu Man, Cliff
(Alternate to Mr. Christopher John Foll)

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

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

22nd Floor
Hutchison House
10 Harcourt Road
Hong Kong

15 March 2010

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS
PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information on matters to be dealt with at the Annual General Meeting. These are: (i) re-election of Directors and (ii) grant of the Issue Mandate and the Repurchase Mandate.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 87(1) of the Articles of Association, Mrs. Chow Woo Mo Fong, Susan, Messrs. Chan Ting Yu and John W. Stanton will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election. 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 27 April 2009, ordinary resolutions were passed to grant general mandates to the Directors (i) 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 approving the relevant resolution plus the aggregate nominal amount up to a maximum of 10% of the Company's then issued share capital 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.

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 11 to 14 of this circular. A yellow form of proxy for use at the Annual General Meeting is enclosed. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the yellow 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 not less than 48 hours before the time fixed for holding the Annual General Meeting. Completion of the yellow 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.

LETTER FROM THE BOARD

With reference to the Annual General Meeting of the Company, in the event that the listing of the shares of the Company is withdrawn from The Stock Exchange of Hong Kong Limited as a result of the proposed privatisation of the Company by Hutchison Telecommunications Holdings Limited by way of a scheme of arrangement becoming effective on or before 26 May 2010, the Annual General Meeting will be cancelled.

Pursuant to the Articles of Association, a poll may be demanded in relation to any resolution put to the vote of the Annual General Meeting, before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll:

- (a) by the chairman of the meeting; or
- (b) by at least five Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

Pursuant to Listing Rule 13.39(4), any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the Annual General Meeting shall be voted by poll.

RECOMMENDATIONS

The Board considers (i) the re-election of the Directors as described in the section headed "Proposed Re-election of Directors" above and (ii) the granting of the Issue Mandate and the Repurchase Mandate all to be in the interests of the Company and the Shareholders, and accordingly recommends you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By Order 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) CHAN Ting Yu, LLB, BA, PCLL

Mr. Chan, aged 59, has been Executive Director of the Company since 3 January 2008, a position he previously held from 2004 to 2005. He is currently, and has been since December 2005, Alternate Director to Mr. Lui Dennis Pok Man, Executive Director and Chief Executive Officer of the Company. He holds a Bachelor of Arts degree, a Bachelor of Laws degree, a Postgraduate Certificate in Laws and a Diploma of Teaching.

Prior to joining the Hutchison Whampoa group in 1994, Mr. Chan practised international commercial and investment law in Hong Kong and Australia. Mr. Chan was appointed deputy managing director of HTI (1993) Holdings Limited in January 1996 with responsibility for Hutchison Whampoa group's telecommunications investments in a number of markets including India, Israel, South East Asia and South America. He has 16 years of experience in the telecommunications industry. He was previously director of Partner Communications Company Ltd. ("Partner Communications", whose shares are listed on the NASDAQ Global Select Market and on the Tel-Aviv Stock Exchange) (resigned on 28 October 2009).

Save as disclosed above, Mr. Chan 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. Chan had personal interests in 3,433,333 Shares (representing an aggregate of approximately 0.071% of the issued share capital of the Company) within the meaning of Part XV of the SFO. There is a service agreement entered into between the Company and Mr. Chan for his appointment as Executive Director of the Company for a term of 12 months, subject to renewal and possible re-election in accordance with the provisions of the Listing Rules and the Articles of Association. Mr. Chan is entitled to a director's fee of US\$35,000 per annum (or a pro rata amount for the duration of his directorship for an incomplete year and subject to review by the Board from time to time), being determined at the same rate as the other Executive Directors of the Company. The emoluments of Mr. Chan specified in the service agreement entered into between Mr. Chan and a wholly-owned subsidiary of the Company was HK\$2,591,640 per annum (which included his basic salary entitlement but excluded any discretionary bonus which the Company may decide to pay). Such emoluments are determined by reference to the Company's performance and profitability, as well as remuneration benchmarks in the industry and prevailing market conditions.

Save as disclosed above, there are no matters concerning Mr. Chan that need to be brought to the attention of the Shareholders nor any information 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 56, has been Non-executive Director of the Company since 3 January 2008, a position she previously held from 2004 to 2005. She is currently, and has been since December 2005, Alternate Director to Mr. Fok Kin-ning, Canning, Chairman and Non-executive Director of the Company, and since September 2006, Alternate Director to Mr. Frank John Sixt, Non-executive Director of the Company. She is a solicitor and holds a Bachelor's degree in Business Administration.

Mrs. Chow is the deputy group managing director of Hutchison Whampoa Limited ("HWL", a company whose shares are listed on the Main Board of the Stock Exchange), executive director of Cheung Kong Infrastructure Holdings Limited ("CKI", whose shares are listed on the Main Board of the Stock Exchange), Hutchison Harbour Ring Limited (whose shares are listed on the Main Board of the Stock Exchange) and Hongkong Electric Holdings Limited ("HEH", whose shares are listed on the Main Board of the Stock Exchange), director of Hutchison Telecommunications (Australia) Limited ("HTAL", whose shares are listed on the Australian Stock Exchange), non-executive director of Hutchison Telecommunications Hong Kong Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange) and TOM Group Limited (whose shares are listed on the Main Board of the Stock Exchange). She is also an alternate director of CKI, HEH, HTAL and TOM Online Inc. (whose shares were previously listed on the Growth Enterprise Market of the Stock Exchange). She was previously a director of Partner Communications (resigned on 28 October 2009).

Mrs. Chow is director of Hutchison International Limited, Ommaney Holdings Limited and Hutchison Telecommunications Investment 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 0.005% of the issued share capital of the Company) within the meaning of Part XV of the SFO. There is a service agreement entered into between the Company and Mrs. Chow for her appointment as Non-executive Director of the Company for a term of 12 months, subject to renewal and possible re-election in accordance with the provisions of the Listing Rules and the Articles of Association. Mrs. Chow is entitled to a director's fee of US\$35,000 per annum (or a pro rata amount for the duration of her directorship for an incomplete year and subject to review by the Board from time to time). Such emoluments are determined by reference to the Company's performance and profitability, as well as remuneration benchmarks in the industry and prevailing market conditions.

Save as disclosed above, there are no matters concerning Mrs. Chow that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

(3) John W. STANTON, BA, MBA

Mr. Stanton, aged 54, has been Independent Non-executive Director of the Company since 2004. He is a member of the Audit Committee of the Company. He holds a Bachelor of Arts in Political Science from Whitman College and received his MBA from Harvard Business School.

He is managing director of Trilogy Partners, LLC, a board member of Columbia Sportswear Company and Clearwire Corporation, and a trustee of Whitman College. He was chairman and chief executive officer of Western Wireless Corporation from 1994 until the company was sold to Alltel in 2005. From 1991 to 1994, he was chairman and chief executive officer of both Pacific Northwest Cellular and General Cellular Corporation, each a predecessor of Western Wireless Corporation. From 1995 to 2001, he also served as chairman and chief executive officer of VoiceStream Wireless, which was spun off from Western Wireless Corporation in May 1999. He served as chairman of the Cellular Telecommunications Industry Association serving two terms from 1998 to 1999 and from 2000 to 2001. Save as disclosed above, Mr. Stanton 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. Stanton had joint interests with his spouse in 7,000 ADSs (representing 105,000 Shares, approximately 0.002% of the issued share capital in the Company) within the meaning of Part XV of the SFO. There is a service agreement entered into between the Company and Mr. Stanton for his appointment as Independent Non-executive Director of the Company and his term is subject to renewal and possible re-election in accordance with the provisions of the Listing Rules and the Articles of Association. He is entitled to a director's fee of US\$70,000 per annum (or a pro rata amount for the duration of his directorship for an incomplete year and subject to review by the Board from time to time). Such emoluments are determined by reference to the Company's performance and profitability, as well as remuneration benchmarks in the industry and prevailing market conditions.

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

APPENDIX II EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

(1) SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,814,562,875 Shares. On the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting, the exercise in full of the proposed Repurchase Mandate can result in up to 481,456,287 fully paid Shares being repurchased by 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 it is in the interests of the Company and its Shareholders to seek a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases will only be made when the Directors consider that it will benefit the Company and its Shareholders in terms of enhanced net asset value per Share and/or improved earnings per Share.

(3) FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its 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 Company's available cashflow or working capital facilities, there might be an adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in its latest published audited accounts for the year ended 31 December 2009 in the event that the Repurchase Mandate 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 OF 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 2010 to the Latest Practicable Date were as follows:

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2009		
March	2.48	1.80
April	2.54	1.23
May	1.65	1.28
June	1.90	1.55
July	2.09	1.79
August	2.06	1.60
September	1.74	1.58
October	1.62	1.52
November	1.68	1.54
December	1.62	1.56
2010		
January	2.15	1.61
February	2.16	2.13
March (up to the Latest Practicable Date)	2.15	2.13

(5) DIRECTORS AND THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their associates have 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 connected persons have notified the Company that they have a present intention to sell Shares to the Company, and no connected persons have undertaken not to sell any of the Shares, in the event the Repurchase Mandate is approved by the Shareholders.

(6) UNDERTAKING OF THE DIRECTORS

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 of the Company.

(7) 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 date of this circular.

NOTICE OF THE ANNUAL GENERAL MEETING



Hutchison Telecom

HUTCHISON TELECOMMUNICATIONS INTERNATIONAL LIMITED

和記電訊國際有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2332)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Hutchison Telecommunications International Limited will be held at the Grand Ballroom 1, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hunghom, Kowloon, Hong Kong on Wednesday, 26 May 2010 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

1. To receive and consider the audited financial statements and the reports of the directors and auditor for the year ended 31 December 2009;
2. To re-elect directors of the Company and to authorise the board of directors of the Company to fix the directors' remuneration;
3. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the board of directors of the Company to fix its remuneration; and
4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(A) **"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 generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall not extend beyond the Relevant Period but shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and warrants which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate 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

NOTICE OF THE ANNUAL GENERAL MEETING

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 at 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).”

- (B) **“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;
- (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 at the date of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (c) for the purpose 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."
- (C) "THAT subject to the passing of Ordinary Resolutions No. 4(A) and 4(B) 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. 4(B) 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. 4(A) 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 at the date of this resolution."

The register of members of the Company will be closed on Monday, 24 May 2010 to Wednesday, 26 May 2010, both days inclusive.

With reference to the Annual General Meeting of the Company, in the event that the listing of the shares of the Company is withdrawn from The Stock Exchange of Hong Kong Limited as a result of the proposed privatisation of the Company by Hutchison Telecommunications Holdings Limited by way of a scheme of arrangement becoming effective on or before 26 May 2010, the Annual General Meeting will be cancelled.

By Order of the Board

Edith Shih
Company Secretary

Hong Kong, 15 March 2010

Notes:

1. *In order to be entitled to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged for registration 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 not later than 4:30 p.m. on Thursday, 20 May 2010.*
2. *Only members are entitled to attend and vote at the meeting.*

NOTICE OF THE ANNUAL GENERAL MEETING

3. *A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of that member. A proxy need not be a member of the Company. To be valid, the yellow 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 lodged with the principal place of business of the Company at 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting.*
4. *At the meeting, the chairman of the meeting will exercise his power under Article 66 of the Articles of Association of the Company to put each of the above resolutions to the vote by way of a poll.*
5. *With respect to Ordinary Resolution No. 4(A), the directors of the Company 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. 4(A) as a general mandate for the purpose of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.*
6. *A circular containing the information regarding, inter alia, the proposed re-election of directors and general mandates to issue and repurchase shares of the Company, is being sent to the shareholders of the Company together with the Company's 2009 Annual Report, both of which are also available online at the Company's website www.htil.com.*