

Companies Announcements Office
Australian Securities Exchange

Date 26 March 2015

Subject: Notice of Meeting for AGM

Please find attached a copy of the Notice of Meeting for the Company's Annual General Meeting and Proxy Form to be sent to shareholders.

Yours faithfully



Louise Sexton
Company Secretary

Notice of Annual General Meeting 2015



**Hutchison
Telecoms**

Hutchison Telecommunications (Australia) Limited
(ABN 15 003 677 227)

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 40 Mount Street, North Sydney, New South Wales on Monday, 4 May 2015 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 2014.

Re-election of Directors

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

1. THAT Mrs Chow Woo Mo Fong, Susan, who retires in accordance with the Constitution and being eligible offers herself for re-election, be re-elected as a Director.
2. THAT Mr Justin Herbert Gardener, who retires in accordance with the Constitution and being eligible offers himself for re-election, be re-elected as a Director.
3. THAT Mr John Michael Scanlon, who retires in accordance with the Constitution and being eligible offers himself for re-election, be re-elected as a Director.

Appointment of Auditor

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

4. THAT PricewaterhouseCoopers, being qualified to act as auditor of HTAL and having consented to act as auditor of HTAL, be appointed as the auditor of HTAL.

Remuneration Report

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

5. THAT the Remuneration Report for the year ended 31 December 2014 be adopted.

Note: In accordance with section 250R of the Corporations Act 2001, the vote on resolution 5 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

23 March 2015

How to Find Us

We are located at **40 Mount Street, 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 next column). 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 5 (Remuneration Report) by marking the relevant box opposite Resolution 5. However, if the Chairman is a proxy and you do not mark any of the boxes opposite Resolution 5, you will be expressly authorising the Chairman to vote in favour of Resolution 5, even though Resolution 5 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 5 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 5.

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 2 May 2015**. 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 in the enclosed reply-paid envelope; or
- sent by facsimile to: Link Market Services Limited on (02) 9287 0309; or
- delivered in person to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138, Australia; or
- lodged on-line 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 Saturday 2 May 2015 (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 253B 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 HTAL C/o Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235, 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 2014. Relevant online questions for the auditor must be received no later than 5.00 pm (Sydney time) on 27 April 2015. 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 Mrs Chow Woo Mo Fong, Susan BSc as a Director

Chow Woo Mo Fong, Susan, aged 61, has been an executive director of Hutchison Whampoa Limited since 1993 and its deputy group managing director since 1998, an executive director of Cheung Kong Infrastructure Holdings Limited (CKIH) since 1997, and a non-executive director of Hutchison Telecommunications Hong Kong Holdings Limited since 2009. She has also been a director of Vodafone Hutchison Australia Pty Limited (VHA) (previously known as Hutchison 3G Australia Pty Limited from March 2001 to June 2009) since 2004. Mrs Chow has been alternate director to directors of each of CKIH since 2006, of TOM Group Limited (TOM) since 2012, of HK Electric Investments Manager Limited (HKEI Manager) as the trustee-manager of HK Electric Investments and of HK Electric Investments Limited (HKEI) since November 2014. She was previously a non-executive director of TOM from 1999 to 2012, an executive director of Power Assets Holdings Limited (Power Assets) from 2006 to January 2014, of Hutchison Harbour Ring Limited (now known as China Oceanwide Holdings Limited) from 2001 to December 2014, of HKEI Manager as the trustee-manager of HK Electric Investments and of HKEI from 2013 to November 2014, and alternate director to directors of Hutchison Port Holdings Management Pte. Limited as the trustee-manager of Hutchison Port Holdings Trust from 2011 to 2012 and of Power Assets from 1993 to January 2014. She is a qualified solicitor and holds a Bachelor's degree in Business Administration. Mrs Chow has been a Director since 15 February 2006 and Alternate Director to Mr Fok, Mr Lai and Mr Sixt since 8 May 2006, 26 February 2007 and 4 May 2007 respectively.

The Board considers Mrs Chow not to be an independent director.

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

Resolution 2

Re-election of Mr Justin Herbert Gardener BEc, FCA, AGIA as a Director

Justin Herbert Gardener, aged 78, has been a director of a number of private and publicly listed companies including Austar United Communications Limited (appointed 1999 and retired 2008). From 1961, and until his retirement in 1998, Mr Gardener held a variety of positions with Arthur Andersen, becoming a partner in

1972 and for the last ten years in a management and supervisory role for Asia Pacific. Mr. Gardener is a Fellow of the Institute of Chartered Accountants and an Associate of the Governance Institute. Mr Gardener has been a Director since 2 July 1999.

The Board considers Mr Gardener to be an independent director.

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

Resolution 3

Re-election of Mr John Michael Scanlon as a Director

John Michael Scanlon, aged 73, is a special venture partner to Clarity Partners LLP, a private equity firm. From 1965 through to 1988, his career was with AT&T, primarily Bell Labs, rising to group vice president of AT&T. Mr Scanlon then went on to become president and general manager of Motorola's Cellular Networks and Space Sector, founding CEO of Asia Global Crossing, CEO of Global Crossing and chairman and CEO of PrimeCo Cellular. Mr Scanlon has been a Director since 11 July 2005.

The Board considers Mr Scanlon to be an independent director.

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

Resolution 4

Appointment of Auditor

Deloitte Touche Tohmatsu resigned as HTAL's auditor in June 2014. Shortly afterwards the HTAL board appointed PricewaterhouseCoopers (PwC) as auditor.

The appointment of PwC resulted in HTAL and VHA (being HTAL's 50-50 joint venture with Vodafone Group Plc) having the same auditor. The Board believes that having the same firm as auditor of both HTAL and VHA simplifies the process of preparing financial reports.

In accordance with section 327C(2) of the *Corporations Act 2001*, PwC holds office as auditor until HTAL's next Annual General Meeting, at which point there arises a vacancy in the office of auditor. In accordance with section 327B(1) of the *Corporations Act 2001*, HTAL shareholders are asked to appoint PwC as auditor of HTAL, to fill the vacancy in the office of auditor which will have arisen, by ordinary resolution. If Resolution 4 is approved, the appointment will take immediate effect.

HTAL has received a notice from Hutchison Telecommunications (Amsterdam) B.V., being a shareholder, nominating PwC as the new auditor of HTAL. In accordance with section 328B of the *Corporations Act 2001*, a copy of that notice of nomination is attached. HTAL has also received a written consent from PwC to act as auditor.

Resolution 5

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 2014. 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 2014 Annual Report on pages 16 to 18. The 2014 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 5 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 5 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.

Hutchison Telecommunications (Amsterdam) B.V.

4 March 2015

The Directors
Hutchison Telecommunications (Australia) Limited
Level 7, 40 Mount Street
North Sydney, NSW 2060


Dear Directors

Nomination of PricewaterhouseCoopers as Auditor

Pursuant to section 328B(1) of the Australian Corporations Act 2001 (Cth), Hutchison Telecommunications (Amsterdam) B.V., being a member of Hutchison Telecommunications (Australia) Limited ("HTAL"), nominates PricewaterhouseCoopers (ABN 52 780 433 757) of Darling Park Tower 2, 201 Sussex Street, Sydney, for appointment as auditor of HTAL at the next annual general meeting of HTAL to be held on or about 4 May 2015.

Please distribute copies of this nomination notice as required by sections 328B(3) and 328B(4) of the Australian Corporations Act 2001 (Cth).


Signed for and on behalf of Hutchison Telecommunications (Amsterdam) B.V.



Neil McGee
Managing Director

Hutchison Telecommunications (Amsterdam) B.V.

Trade Register Number: 33205250
Nijborg 17, 3927 DA, Renswoude, the Netherlands

 H T A L



**Hutchison
Telecoms**

ABN 15 003 677 227

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



By mail:

Hutchison Telecommunications
(Australia) Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474



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SHAREHOLDER PROXY FORM

I/We being a member(s) of Hutchison Telecommunications (Australia) Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐

**the Chairman
of the Meeting
(mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person or body corporate is named, the Chairman of the Meeting is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at **10:00am (Sydney time) on Monday, 4 May 2015, at 40 Mount Street, North Sydney, New South Wales (the Meeting)** and at any adjournment or postponement of the Meeting.

Important for Resolution 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 5, even though the Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel of the Company (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

STEP 2

VOTING DIRECTIONS

Resolution 1

Re-election of Mrs Chow Woo Mo Fong, Susan as a Director

For Against Abstain*

☐ ☐ ☐

Resolution 2

Re-election of Mr Justin Herbert Gardener as a Director

☐ ☐ ☐

Resolution 3

Re-election of Mr John Michael Scanlon as a Director

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Resolution 4

Appointment of Auditor

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Resolution 5

Adoption of the Remuneration Report

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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HTA PRX501B



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

Default to Chairman of the Meeting

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted as set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Sydney time) on Saturday, 2 May 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



by mail:

Hutchison Telecommunications (Australia) Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.