



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 Salon I, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, 6 May 2008 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 2007;
2. To re-elect directors of the Company and to authorise the board of directors to fix the directors' remuneration;
3. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the board of directors 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 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 depository 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
- (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."

5. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

"**THAT**, conditionally on the approval of the same by the shareholders of Hutchison Whampoa Limited (the ultimate holding company of the Company whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited), (i) the existing plan mandate limit in respect of the granting of options to subscribe for shares (the "Partner Shares") in Partner Communications Company Ltd. ("Partner", an indirect non wholly-owned subsidiary of the Company whose shares are listed on Tel-Aviv Stock Exchange with American depositary shares quoted on the US NASDAQ) under the share option plans of Partner be refreshed and renewed to the extent and provided that the total number of Partner Shares which may be allotted and issued pursuant to the exercise of the options to be granted under the 2004 Partner Share Option Plan as defined in the circular to shareholders of the Company dated 11 April 2008 (excluding options previously granted, outstanding, cancelled, lapsed or exercised under all share option plans of Partner) shall be increased by 8,142,000 Partner Shares; and (ii) the 2004 Partner Share Option Plan be amended by increasing the total number of Partner Shares reserved for issuance upon exercise of options to be granted under the 2004 Partner Share Option Plan by 8,142,000 Partner Shares."

6. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

"**THAT**, with effect from the conclusion of the meeting at which this resolution is passed, the proposed amendments to the 2004 Partner Share Option Plan (as defined in the circular to shareholders of the Company dated 11 April 2008 (the "Circular") of Partner Communications Company Ltd. ("Partner", an indirect non wholly-owned subsidiary of the Company whose shares are listed on Tel-Aviv Stock Exchange with American depositary shares quoted on the US NASDAQ) as described in the Circular and more particularly set out in the amended 2004 Partner Share Option Plan (a copy of which has been produced to the meeting and marked "A"), and conditionally on the approval of the same by the shareholders of Partner and Hutchison Whampoa Limited (the ultimate holding company of the Company whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited), be and they are hereby approved, subject to such modifications of the relevant amendments to the 2004 Partner Share Option Plan as the Directors of the Company may consider necessary, taking into account the requirements of the relevant regulatory authorities, including without limitation, The Stock Exchange of Hong Kong Limited, and that the Directors be authorised to do all such acts and things as may be necessary to carry out such amendments and (if any) modifications into effect."

The register of members of the Company will be closed from Thursday, 1 May 2008 to Tuesday, 6 May 2008, both days inclusive.

By Order of the Board

Edith Shih
Company Secretary

Hong Kong, 11 April 2008



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 Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 30 April 2008.*
2. *Only members are entitled to attend and vote at the 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 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, general mandates to issue and repurchase shares of the Company, the proposed refreshment of plan mandate limit of and amendments to the 2004 Partner Share Option Plan is being sent to the shareholders of the Company together with the Company's 2007 Annual Report, both of which are also available online at the Company's website www.htil.com.*

As at the date of this announcement, the Directors of the Company are:

Executive Directors:

Mr. LUI Dennis Pok Man
Mr. Tim PENNINGTON
Mr. CHAN Ting Yu
(also Alternate to Mr. Lui Dennis Pok Man)
Mr. WONG King Fai, Peter

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 Directors:

Mr. WOO Chiu Man, Cliff
(Alternate to Mr. Tim Pennington)
Mr. MA Lai Chee, Gerald
(Alternate to Mr. Wong King Fai, Peter)

