

# NOTICE OF ANNUAL GENERAL MEETING

2024



# NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting (“AGM”) of shareholders of Hutchison Telecommunications (Australia) Limited (ABN 15 003 677 227) (“HTAL” or the “Company”) (ASX: HTA) will be held:

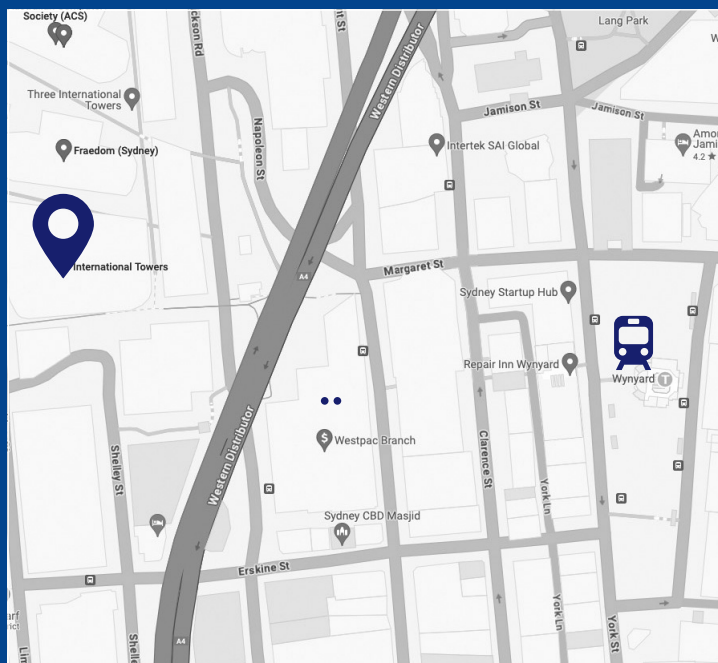
**Date:** Tuesday, 7 May 2024

**Time:** 10.00 am (Sydney time)

**Venue:** Level 27, Tower Two, International Towers Sydney, 200 Barangaroo Avenue, Barangaroo, NSW 2000

**How to find us:** We are located within a short walking distance of Wynyard Station. Whilst parking is not available onsite, there are various parking stations located nearby. For public transport information please call 131 500 or visit <https://transportnsw.info>.

**Shareholders may also join the AGM via our online platform at <https://meetings.linkgroup.com/hta2024>.**



## 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 2023.

### Re-election of Directors

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

1. THAT Mr Steven Paul Allen, who was appointed by the Board in accordance with rule 8.1(d) and retires in accordance with rule 8.1(e)(1) of HTAL's Constitution and being eligible offers himself for re-election, be re-elected as a Director of HTAL.
2. THAT Mr Justin Herbert Gardener, who retires in accordance with rule 8.1(e)(2) of HTAL's Constitution and being eligible offers himself for re-election, be re-elected as a Director of HTAL.
3. THAT Mr John Michael Scanlon, who retires in accordance with rule 8.1(e)(2) of HTAL's Constitution and being eligible offers himself for re-election, be re-elected as a Director of HTAL.

### Remuneration Report

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

4. THAT, for the purposes of section 250R(2) of the *Corporations Act 2001 (Cth)* and for all other purposes, the Remuneration Report for the year ended 31 December 2023 be adopted.

*Note: In accordance with section 250R of the Corporations Act 2001 (Cth), the vote on resolution 4 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**

**Swapna Keskar**

Joint Company Secretaries  
28 March 2024

## IMPORTANT COMMUNICATION CHANGES

This Notice of AGM can be accessed online at <https://hutchison.com.au/investor-centre/agm/>. Shareholders may request a paper copy of this Notice of AGM, the Voting/Proxy Form or the Question Form by contacting the Company's Share Registry, Link Market Services Limited ("Link"), on +61 1800 629 116 or emailing [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) no later than Tuesday, 16 April 2024.

The Company is no longer required to send the Notice of AGM or AGM related documents (including the Voting/Proxy Form and the Question Form) to shareholders in paper copy unless a shareholder has made (or makes) an election with the Company's Share Registry, Link, to receive documents from the Company in paper copy.

Shareholders who have provided an email address to Link will receive an email with the meeting details. Shareholders who have not provided an email address and have not elected to receive a paper copy of the notice of meeting will receive a paper copy of a letter of access which sets out the meeting details and details to view and/or download the meeting documents.

The rights of shareholders to receive and request documents are published on the website of the Company at <https://hutchison.com.au>.

We encourage shareholders to provide your email address and appropriate elections so that the Company and the Share Registry can communicate with you electronically when shareholder notices become available online.

If shareholders would like to review or update your current communication preference, you may simply log on to the Company's Share Registry, Link's website at <https://investorcentre.linkgroup.com> and select the "Communications" tab. You will need your portfolio login details or your Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

# NOTES ON VOTING

## PARTICIPATION IN THE AGM

Shareholders may attend the AGM in person at Level 27, Tower Two, International Towers Sydney, 200 Barangaroo Avenue, Barangaroo, NSW 2000.

Shareholders who attend the AGM through the online platform of the Company may do so by joining the AGM at <https://meetings.linkgroup.com/hta2024>. Shareholders participating through the online platform will be able to:

- view and listen to the proceedings of the meeting;
- ask questions of the Board and the external auditor in real time during the AGM via the online platform, and listen to discussions at the meeting; and
- vote on the resolutions to be considered at the AGM online during the meeting.

Further details of how to participate in the meeting via the online platform are set out below and in the Online Platform Guide which is available to view and download from HTAL's website at <https://hutchison.com.au/investor-centre/agm/>.

You may also:

- lodge questions online before the AGM at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) (in the manner set out below in this notice); and
- vote on the resolutions to be considered at the AGM by direct voting prior to the meeting either online or by completing and lodging your Voting/Proxy Form in accordance with the instructions set out below; or
- appoint a proxy to attend and vote at the AGM on your behalf in accordance with the details provided below in the section titled "Appointment of Proxies".

If you choose to listen to the meeting and ask questions by teleconference (in real time) in accordance with the details provided below, you will not be able to vote and will not be included in quorum.

If it becomes necessary or appropriate to make changes to the arrangements for holding the AGM, we will ensure that shareholders are given as much notice as reasonably possible. If arrangements for the AGM change, updates will be made available at <https://hutchison.com.au/asx-announcements/>.

The following section sets out important information about how shareholders can vote on the resolutions to be considered at the AGM.

## DIRECT VOTING BEFORE THE AGM

In accordance with rule 7.9 of the Company's Constitution, the Directors have:

- determined that a shareholder who is entitled to vote on a Resolution at the AGM is entitled to a direct vote in respect of that Resolution; and
- approved the use of a Voting/Proxy Form and online voting at <https://investorcentre.linkgroup.com>, as a means of delivering a direct vote.

Shareholders who wish to exercise a direct vote before the AGM may lodge a Voting/Proxy Form. Details of when/how to lodge your Voting/Proxy Form are set out in the sections below headed "When to lodge Voting/Proxy Forms" and "How to submit Voting/Proxy Forms".

Shareholders who do not lodge a valid Voting/Proxy Form by the required cut-off time will only be able to vote at the AGM in the manner described below or by physically attending the AGM and voting in person.

Shareholders who wish to exercise a direct vote before the AGM should ensure that they mark box A in Step 1 on the Voting/Proxy Form. If you mark box A to lodge a direct vote, you are voting directly on each Resolution and are not appointing a proxy to vote on your behalf. If you wish to appoint a proxy, please mark box B in Step 1 on the Voting/Proxy Form and follow the instructions below under the heading "Appointment of Proxies".

Shareholders lodging a direct vote should then complete the voting directions by selecting "For" or "Against" on each item. If you mark the "Abstain" box, your vote for that item will not be counted. Shareholders may include in the Voting/Proxy Form the number of shares to be voted for or against any Resolution by inserting the percentage or number of shares to be voted in each manner. If no percentage or share number is inserted, a voting direction will be taken to apply to all shares held by the shareholder. If any shareholder purports to vote more than their total number of shares, excess votes will be disregarded. If no direction is given on all of the items, your vote will be passed to the Chairman of the meeting as your proxy. As set out in the Company's Constitution, a direct vote by a shareholder is automatically revoked if the Company receives a further valid direct vote from the same shareholder.

# NOTES ON VOTING

## CONTINUED

### VOTING DURING THE AGM

Shareholders may attend the AGM and vote in person or via the online platform. Shareholders who wish to vote via the online platform will have the opportunity to do so at any time between the commencement of the AGM and the close of voting at the AGM as announced by the Chairman. Shareholders who have cast a direct vote on a Resolution before the AGM by lodging a valid Voting/Proxy Form may still participate in the meeting, but will not be entitled to lodge a further vote on that Resolution during the AGM, neither in person nor via using the online platform, unless the shareholder has instructed the Company or the Company's Share Registry, Link, prior to the commencement of the AGM that they wish to revoke their previously submitted direct vote.

More information about how to use the online platform for voting is provided in the Online Platform Guide which is available to view and download from HTAL's website at <https://hutchison.com.au/investor-centre/agm/>. Shareholders using the online platform may vote all or part of their holdings on each Resolution in accordance with the instructions in the Online Platform Guide. Shareholders agree to be bound by any terms and conditions of the online platform provided by Link (as set out in the Online Platform Guide). If you intend to use the online platform to submit a vote during the AGM, we suggest that you check that the online platform works on your device well in advance of the AGM.

### APPOINTMENT OF PROXIES

If you cannot or do not wish to attend the AGM and you choose not to lodge a direct vote prior to the meeting, you may appoint a proxy to attend and vote for you by completing and submitting a Voting/Proxy Form prior to the AGM. The proxy does not need to be a shareholder.

To attend and vote via the online platform, your appointed proxy will need a proxy number which will be provided by the Company's Share Registry, Link prior to the AGM. If this has not been provided, please request your proxy to contact, Link on +61 1800 990 363 prior to the start of the AGM.

The appointment may specify the proportion or number of your votes that the proxy may exercise. If you are entitled to cast two or more votes at the meeting, you may appoint up to two proxies. If you appoint two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

A Voting/Proxy Form can be submitted by a shareholder by logging in to HTAL's Share Registry, Link's website, <https://investorcentre.linkgroup.com> using your shareholder SRN or HIN. Shareholders who have elected to receive the Voting/Proxy Form in paper copy can lodge the Voting/Proxy Form by sending it in the reply-paid envelope. Alternatively, shareholders may submit the Voting/Proxy Form by lodging online, delivering or faxing it to HTAL's Share Registry (see below). The Voting/Proxy Form tells you what you need to do.

A direct vote by a shareholder is automatically revoked if, after a valid direct vote is received, the Company receives a valid proxy appointment in respect of that member for the relevant meeting. If a shareholder makes a direct vote after the date of appointing a proxy or power of attorney, that authority is revoked and the direct vote will apply.

If you return your Voting/Proxy Form but do not nominate a proxy, the Chairman of the AGM will be your proxy and will vote on your behalf as directed on the Voting/Proxy Form.

If you have specified the way your proxy is to vote on a particular resolution and your nominated proxy does not attend or log-in to the AGM or attends/logs-in to the AGM but does not vote on the resolution, the Chairman will be taken to have been appointed as your proxy for the purposes of voting on the resolution.

Your nominated proxy (if not the Chairman) need not vote on either a show of hands or on a poll, but if the proxy does vote, the proxy must vote as directed on your Voting/Proxy Form.

If the Chairman is appointed, or taken to be appointed, as your proxy, the Chairman must vote on a poll and must vote as directed on your Voting/Proxy Form.

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 4 (Remuneration Report) by marking the relevant box opposite Resolution 4. If the Chairman is your proxy and you do not mark any of the boxes opposite Resolution 4, you will be expressly authorising the Chairman to vote in favour of Resolution 4, even though Resolution 4 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 4 by completing the "For", "Against" or "Abstain" boxes on the Voting/Proxy Form. If you do not do that, your proxy will not be able to vote on your behalf on Resolution 4.

## WHEN TO LODGE VOTING/PROXY FORMS

The Voting/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, by no later than **10.00 am (Sydney time) on Sunday, 5 May 2024**. Any Voting/Proxy Form lodged after that time will be treated as invalid.

## HOW TO SUBMIT VOTING/PROXY FORMS

The completed Voting/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;
- sent by facsimile to Link on +61 2 9287 0309;
- delivered in person to Link, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta, NSW 2150, Australia;
- lodged online at <https://investorcentre.linkgroup.com> in accordance with the instructions on the Voting/Proxy Form or by logging in with shareholder's SRN or HIN; or
- by scanning the QR code on the back of the Voting/Proxy Form using a mobile device.

## ENTITLEMENT TO VOTE DEADLINE

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001*, for the purposes of the AGM, only those persons holding shares at **7.00 pm (Sydney time) on Sunday, 5 May 2024** 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.

It is intended that the vote on all resolutions will be conducted by a poll rather than a show of hands. The Chairman of the AGM will exercise the power under rule 7.7(c) of HTAL's Constitution to put each of the resolutions to be proposed at the AGM to the vote by way of a poll. On a poll, every shareholder who is present in person or by proxy, or by representative or by attorney, or participates through the online platform or votes by direct voting, including before the AGM, will have one vote for each share held.

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 AGM (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 (Cth)*. The representative must bring to the AGM a properly executed letter or other document evidencing his or her appointment to act as the company's representative, including any authority under which it was signed. If a representative of the corporation is to attend the AGM online, the appropriate "Certificate of Appointment of Corporate Representative" should be received by the Share Registry (at the postal or business address or fax number given under the section titled "How to submit Voting/Proxy Forms" of this Notice of AGM or at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)) no later than 48 hours before the commencement of the AGM. A "Certificate of Appointment of Corporate Representative" form may be obtained from the HTAL's Share Registry, Link, on +61 1800 629 116 or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

## SUBMISSION OF WRITTEN QUESTIONS TO HTAL OR AUDITOR

In accordance with the *Corporations Act 2001 (Cth)*, at the meeting, a reasonable opportunity will be given to shareholders – as a whole – to ask questions about or make comments on HTAL's management and its Remuneration Report. 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 HTAL or PricewaterhouseCoopers online prior to the meeting by visiting the Share Registry, Link's website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), select "Voting" then click "Ask a Question" 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 2023, or to HTAL generally by no later than **5.00 pm (Sydney time) on Tuesday, 30 April 2024**.



## NOTES ON VOTING CONTINUED

Where appropriate, a list of those relevant questions will be made available to shareholders attending the AGM. HTAL or PricewaterhouseCoopers will either answer these questions, or table written answers to them, at the AGM. Any written answers will be made available to shareholders as soon as practicable after the AGM.

There are a number of additional ways shareholders can ask questions at the AGM.

**Online:** shareholders and proxyholders are encouraged to participate in the AGM online which will allow them to ask questions in writing.

**Teleconference:** for shareholders and proxyholders who are unable or do not wish to access the meeting via the online platform, attending via teleconference will allow them to listen to the meeting live and ask questions on the telephone. In order to do so, shareholders will need to contact Link on +61 1800 990 363 to pre-register and obtain their unique PIN by no later than **5.00 pm (Sydney time) on Monday, 6 May 2024** by providing Link with the name and securityholder number of their holdings (or in case of proxyholders, their proxy number issued by Link). Once shareholders or proxyholders have obtained their PIN, they can join the AGM via their phone following the steps outlined in the Online Platform Guide.

Questions will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

### CONDUCT OF THE AGM

HTAL is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxyholders) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally.

HTAL will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chairman of the meeting will exercise his powers as the Chairman to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

In the event that technical issues arise, HTAL will have regard to the impact of the technical issues on shareholders participating and casting votes online and the Chairman of the meeting may, in exercising his powers as the Chairman, issue any instructions for resolving the issue and may continue the meeting if it is appropriate to do so.

## EXPLANATORY NOTES TO RESOLUTIONS

### RESOLUTIONS 1 TO 3

#### Resolutions 1 to 3 relate to the re-election of directors

Rule 8.1(e)(1) and rule 8.1(e)(2) of HTAL's Constitution respectively require that any director appointed by the Board since the last AGM plus one-third of the remaining directors, retire from office at each AGM. Directors retiring pursuant to the aforesaid rules are eligible for re-election.

In addition, ASX Listing Rule 14.4 provides that a director must not hold office (without re-election) past the third AGM since the director was last elected to office or for more than three years. Additionally, a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without election) past the next AGM of the entity.

HTAL seeks to maintain a high-quality Board with the skills and experience to represent shareholders in the context of its investment in a large scale and complex telecommunications business. Each of the directors proposed for re-election has been assessed by the Board of the Company as having the necessary skills, experience, and expertise to be recommended to shareholders for re-election.

### RESOLUTION 1

#### Re-election of Mr Steven Paul Allen as a Director

Steven Paul Allen, aged 62, has been a Director since 12 January 2024. Mr Allen is a solicitor with extensive experience in mergers and acquisitions. He joined the CK Hutchison Holdings Limited ("CKHH") group in November 1996 and is currently CKHH Group General Counsel, Head of Mergers and Acquisitions. During his time with the CKHH group, Mr Allen has particularly worked on M&A transactions, joint ventures and operational and regulatory compliance matters for the CKHH group's telecoms businesses in Europe, Israel, Asia and Australia, including work on many of the Company's transactions and regulatory compliance matters. Mr Allen has a Bachelor of Laws degree from the University of Adelaide and qualified as a solicitor in South Australia, in England and Wales and in Hong Kong.

Prior to Mr Allen's appointment, HTAL conducted satisfactory background checks as to his background and experience and there were no adverse findings from these checks.

Mr Allen is considered to be an Executive Director as he is the person directly responsible to the Board in respect of carrying out the Chief Executive function and Chief Financial Officer function pursuant to section 295A of the *Corporations Act 2001 (Cth)* and is not considered to be independent.

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

If HTAL shareholders do not re-elect Mr Allen, he will cease to be a Director at the conclusion of the 2024 AGM.

## RESOLUTION 2

### Re-election of Mr Justin Herbert Gardener as a Director

Justin Herbert Gardener, aged 87, has been a Director since July 1999. Mr Gardener 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 and holds a Bachelor of Economics Degree from University of Sydney.

Mr Gardener is a Non-Executive Director and is considered to be independent.

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.

If HTAL shareholders do not re-elect Mr Gardener, he will cease to be a Director at the conclusion of the 2024 AGM.

## RESOLUTION 3

### Re-election of Mr John Michael Scanlon as a Director

John Michael Scanlon, aged 82, has been a Director since July 2005. Mr Scanlon 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 chief executive officer of Asia Global Crossing, chief executive officer of Global Crossing and chairman and chief executive officer of PrimeCo Cellular.

Mr Scanlon is a Non-Executive Director and is considered to be independent.

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.

If HTAL shareholders do not re-elect Mr Scanlon, he will cease to be a Director at the conclusion of the 2024 AGM.

## RESOLUTION 4

### Adoption of the Remuneration Report

Consistent with section 250R(2) of the *Corporations Act 2001 (Cth)*, HTAL submits to shareholders for consideration and adoption by way of an advisory resolution its Remuneration Report for the year ended 31 December 2023. At the AGM, 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 is located in HTAL's Annual Report on pages 16 to 19. The Annual Report is available on HTAL's website (<https://hutchison.com.au>).

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 4.

## VOTING EXCLUSIONS

Resolution 4 is a resolution that directly or indirectly relates to the remuneration of members 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, directly or indirectly. The *Corporations Act 2001 (Cth)* 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 (Cth)* 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 (Cth)*, HTAL will disregard any votes cast on Resolution 4 by or on behalf of a member of the KMP whose remuneration details are included in HTAL's 2023 Remuneration Report 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 Voting/Proxy Form and the vote is not cast on behalf of a member of the KMP 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 even if the resolution is connected, directly or indirectly, with the remuneration of a member of the KMP.

