

NOTICE OF ANNUAL GENERAL MEETING

HUTCHISON PORT HOLDINGS TRUST

(A business trust constituted on 25 February 2011 under the laws of the Republic of Singapore)

(Registration No.: 2011001)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the unitholders of Hutchison Port Holdings Trust (“**HPH Trust**” and unitholders of HPH Trust, “**Unitholders**”) will be held at Suntec Singapore International Convention & Exhibition Centre, Nicoll 2 and 3 Meeting Rooms, Level 3, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Tuesday, 25 April 2023 at 11:00 a.m. for the following purposes:

ORDINARY BUSINESS:

1. To receive and adopt the Report of the Trustee-Manager, Statement by the Trustee-Manager and the audited financial statements of HPH Trust for the year ended 31 December 2022 together with the Independent Auditor’s Report thereon. **(Ordinary Resolution 1)**
2. To re-appoint PricewaterhouseCoopers LLP as the Auditor of HPH Trust and to authorise the Directors of the Trustee-Manager to fix its remuneration. **(Ordinary Resolution 2)**

SPECIAL BUSINESS:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without any modifications:

3. General mandate to issue units in HPH Trust (“**Units**”)

That pursuant to Clause 6.1.1 of the deed of trust dated 25 February 2011, the first supplemental deed dated 28 April 2014 and the second supplemental deed dated 8 June 2020 (collectively, “**Trust Deed**”), Section 36 of the Business Trusts Act 2004 of Singapore (“**BTA**”), and Rule 806 of the Listing Manual of Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Trustee-Manager, on behalf of HPH Trust, be authorised and empowered to:

- (a) (i) issue Units, whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Units,

at any time and upon such terms and conditions whether for cash or otherwise and for such purposes and to such persons as the Trustee-Manager may in its absolute discretion deem fit; and

- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Units pursuant to any Instrument made or granted by the Trustee-Manager while this Resolution was in force,

provided that:

- (1) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued pursuant to the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per centum (50.0%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Units to be issued other than on a pro-rata basis to existing Unitholders shall not exceed twenty per centum (20.0%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (1) above, the percentage of issued Units shall be based on the number of issued Units (excluding treasury Units, if any) at the time of the passing of this Resolution, after adjusting for:
 - (a) new Units arising from the conversion or exercise of the Instruments which are issued and outstanding or subsisting at the time of the passing of this Resolution; and
 - (b) any subsequent bonus issue, consolidation or subdivision of Units;

- (3) in exercising the authority conferred by this Resolution, the Trustee-Manager shall comply with the provisions of the Listing Manual of SGX-ST for the time being in force (unless such compliance has been waived by SGX-ST), the Trust Deed and the BTA; and
- (4) unless revoked or varied by HPH Trust in a general meeting, such authority shall continue in force until (i) the conclusion of the next Annual General Meeting of the Unitholders or the date by which the next Annual General Meeting of the Unitholders is required by law to be held, whichever is the earlier; or (ii) in the case of Units to be issued pursuant to the Instruments, made or granted pursuant to this Resolution, until the issuance of such Units in accordance with the terms of the Instruments. **(Ordinary Resolution 3)**

By Order of the Board
Hutchison Port Holdings Management Pte. Limited
(Incorporated in the Republic of Singapore with limited liability)
(as Trustee-Manager of Hutchison Port Holdings Trust)
(Company Registration No.: 201100749W)

WONG YOEN HAR
Company Secretary
Singapore, 3 April 2023

Explanatory Note:

Ordinary Resolution 3

The Ordinary Resolution 3 in item 3 above, if passed, will empower the Trustee-Manager from the date of this Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held, or the date on which such authority is varied or revoked by HPH Trust in a general meeting of the Unitholders, whichever is the earliest, to issue Units, make or grant Instruments convertible into Units and to issue Units pursuant to such Instruments, up to a number not exceeding, in total, 50.0% of the issued Units, of which up to 20.0% may be issued other than on a pro-rata basis to existing Unitholders.

For determining the aggregate number of Units that may be issued, the percentage of issued Units will be calculated based on the issued Units at the time the Ordinary Resolution 3 in item 3 above is passed, after adjusting for any new Units arising from the conversion or exercise of the Instruments which are issued and outstanding or subsisting at the time the Ordinary Resolution 3 is passed, and any subsequent bonus issue, consolidation or subdivision of Units.

Notes:

Printed copies of the Annual Report, Notice of Annual General Meeting, Proxy Form and Request Form will not be sent to Unitholders.

Unitholders who wish to receive a printed copy of the Annual Report will have to download the Request Form from the HPH Trust's website at <https://www.hphtrust.com/agm.html>.

Unitholders are able to participate at the Meeting in person in the following manners set out in the paragraphs below:

Submission of instrument Appointing a Proxy to Vote

1. A Unitholder (who is not a relevant intermediary) entitled to attend and vote at the Annual General Meeting of HPH Trust ("**Meeting**"), is entitled to appoint one or two proxies to attend and vote at the Meeting.
2. A Unitholder (who is a relevant intermediary) entitled to attend and vote at the Meeting may appoint more than two proxies to exercise all or any of its rights to attend and vote at the Meeting, provided that each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder.
3. The accompany proxy form for the meeting may be accessed at HPH Trust's website at <https://www.hphtrust.com/agm.html> or on the SGX website at <https://www.sgx.com/securities/company-announcements> and is also made available with this Notice of Meeting.
4. Investors who hold their Units through relevant intermediaries (other than SRS investors) and who wish to exercise their votes by appointing a proxy should approach their respective relevant intermediaries as soon as possible in order for the necessary arrangements to be made for their votes to be submitted.

SRS investors who wish to appoint proxy should approach their respective SRS Approved Banks to submit their voting instructions by 5:00 p.m. on 13 April 2023 in order to allow sufficient time for their SRS Approved Banks to in turn submit a proxy form to appoint the proxy to vote on their behalf by 11:00 a.m. on 23 April 2023. For the avoidance of doubt, for persons who hold Units through relevant intermediaries (including SRS investors), the proxy form is not valid for use and shall be ineffective for all intents and purposes.

5. Where a Unitholder (who is not a relevant intermediary) appoints two proxies, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its unitholding (expressed as a percentage of the whole) to be represented by each proxy. A proxy need not be a Unitholder.
6. The instrument appointing a proxy or proxies must be submitted to Hutchison Port Holdings Management Pte. Limited, the Trustee-Manager of HPH Trust, in the following manner:
 - (a) if submitted by post, be lodged with the registered office of the Trustee-Manager at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or
 - (b) if submitted electronically, be submitted by email to HPHTAGM2023@boardroomlimited.com

in either case, **by 11:00 a.m. on 23 April 2023** (being at least 48 hours before the time for holding the Meeting).

A unitholder who wishes to submit an instrument of proxy must complete and sign the proxy form, before submitting it by post to the address provided above, or by scanning and sending the scanned PDF copy of the signed proxy form by email to the email address provided above.

7. A depositor shall not be regarded as a Unitholder entitled to attend and vote at the Meeting unless his/her name appears on the Depository Register not less than forty-eight (48) hours before the time of the Meeting.
8. The instrument appointing a proxy or proxies, if submitted by post, must be under the hand of the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.
9. Where the instrument appointing a proxy or proxies is submitted by email, it must be authorised in the following manner, failing which the instrument may be treated as invalid:
 - (a) by way of affixation of an electronic signature by the appointor or his/her duly authorised signatory or, as the case may be, an officer or duly authorised attorney of a corporation; or
 - (b) by way of the appointor or his/her duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned PDF copy of the signed instrument by email.

10. The Trustee-Manager shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.

“**relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore and apply with such modifications and qualifications as may be necessary to the Units.

Submission of questions prior to the Meeting

11. Unitholders may submit questions related to the resolutions to be tabled for approval at the Meeting and questions which are substantial and relevant will be addressed prior to or during the Meeting. All questions must be submitted via any of the following channels:
 - a. by email to agm_enquiry@hphtrust.com; or
 - b. by post to Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632.

Unitholders are reminded to provide their full names, CDP securities account number (if any), email address and contact number when submitting their questions. Unitholders shall submit their questions related to the resolutions to be tabled at the Meeting by 11:00 a.m. on 11 April 2023.

12. HPH Trust will publish the responses to substantial and relevant questions received on or before 11:00 a.m. on 11 April 2023 via SGXNet and HPH Trust’s website at <https://www.hphtrust.com/agm.html> on 21 April 2023. Substantial and relevant questions, or any subsequent clarifications sought or follow-up questions received after 11:00 a.m. on 11 April 2023 may be addressed at the Meeting.
13. Only substantial and relevant questions relating to the resolutions to be tabled for approval at the Meeting received prior to the Meeting (as may be determined by HPH Trust in its sole discretion) will be addressed. Where substantially similar questions are received, the Trustee-Manager will consolidate such questions and consequently, not all questions may be individually addressed.

Access to all documents relating to the business of the Meeting

14. All documents and information relating to the business of the Meeting (including the Annual Report, this Notice of Meeting and the instrument appointing a proxy) have been published on SGXNet and HPH Trust’s website at <https://www.hphtrust.com/agm.html>.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder’s personal data by HPH Trust (or its agents) for the purpose of the processing and administration by HPH Trust, the Trustee-Manager (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for HPH Trust (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder’s proxy(ies) and/or representative(s) to HPH Trust (or its agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by HPH Trust, the Trustee-Manager (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify HPH Trust in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder’s breach of warranty.

Important Notice from the Trustee-Manager pertaining to the COVID-19 situation

In view of the current COVID-19 situation, Unitholders should note that the manner of conduct of the Meeting may be subject to further changes at short notice. The Trustee-Manager may take any precautionary measures which may be required or recommended by the government agencies to minimise the risk of spread of COVID-19 for conducts of meetings. Unitholders are advised to check SGXNet and HPH Trust’s website regularly for updates.