

FUNCTIONS RESERVED TO THE BOARD

The Board has responsibility for driving the strategy and monitoring the performance of Hutchison Telecommunications (Australia) Limited (HTAL) and its subsidiaries (“Hutchison”), protecting the rights and interests of shareholders, and is responsible for overall corporate governance.

The Board recognises that HTAL is a separate corporate entity, subject to the laws of Australia, but also acknowledges that it is part of the Hutchison Whampoa group of companies and that its strategies and direction may be influenced or assisted by the Hutchison Whampoa group to the extent not inconsistent with its existence as a separate Australian entity.

The Board’s responsibilities include:

- Reviewing and approving the strategic direction of Hutchison and establishing goals both short term and long term to ensure these strategic objectives are met and ensuring appropriate resources are available to meet these objectives;
- Overseeing Hutchison, including its control and accountability systems;
- Monitoring the performance of management against these goals and objectives and initiating corrective action when required;
- Reviewing and approving annual financial plans and monitoring corporate performance against both short term and long term financial plans;
- Ensuring there are adequate internal controls and ethical standards of behaviour adopted and met within Hutchison;
- Appointing and removing the Chief Executive Officer, approving the performance objectives of the CEO, evaluating performance and determining the remuneration of senior executives and ensuring appropriate policies and procedures in place for recruitment, training, occupational health & safety, environmental issues, remuneration and succession planning;
- Where appropriate, ratifying the appointment and the removal of senior executives;
- Ensuring the business risks facing Hutchison are identified and reviewing, ratifying and monitoring systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- Approving and monitoring the progress of major capital expenditure, capital management, funding and acquisitions and divestitures;
- Approving material contracts;
- Approving and monitoring budgets, financial and other reporting including annual accounts and the annual report;
- Recommending auditors and new directors to shareholders;
- Approving and fostering an appropriate corporate culture matched to Hutchison’s values and strategies;
- Ensuring effective communication to shareholders;
- Approving policies governing related party transactions;
- Delegating an appropriate level of authority to management;

- Approving the charters of the Audit Committee, Corporate Governance, Nomination and Compensation Committee and related policies;
- Encouraging effective communication and relationships between Hutchison, shareholders, employees and the general public;
- Monitoring developments in the telecommunications industry and the company's operating environment; and
- Crisis management.