



**Proxy Form**

Form of proxy for use by shareholders at the **Extraordinary General Meeting** convened for 12:30 pm (or as soon as the Annual General Meeting convened for the same place and date at 12:15 pm shall have been concluded or adjourned) on Thursday, the 20th day of May 2004.

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of (note 2) \_\_\_\_\_ ordinary shares of HK\$0.25 each of the above named Company hereby appoint the Chairman of the meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (note 3) at the Extraordinary General Meeting of the Company to be held on Thursday, the 20th day of May 2004 and at any adjournment thereof and to vote on my/our behalf as directed below.

Please indicate with a "✓" in the spaces provided how you wish your vote(s) to be cast on a poll.

		FOR	AGAINST
1.	Special Resolution: to amend the Articles of Association of the Company.		
2.	Ordinary Resolution No (1): to approve the share option scheme of Hutchison Harbour Ring Limited.		
	Ordinary Resolution No (2): to approve the share option scheme of Hutchison 3G UK Holdings Limited.		
	Ordinary Resolution No (3): to approve the share option scheme of Hutchison 3G Italia S.p.A.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2004.

Shareholder's Signature: \_\_\_\_\_ (notes 4 and 5)

- Notes:
1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
  2. Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
  3. A member may appoint a proxy of his choice who need not be a member of the Company. If such an appointment is made, delete the words "the Chairman of the meeting or" and insert the name and address of the person appointed proxy in the space provided.
  4. In the case of joint holders this form of proxy must be signed by the member whose name stands first on the register of members.
  5. This form of proxy must be signed by the appointer, or his attorney duly authorised in writing, or if such appointer be a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
  6. If this form is returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion.
  7. To be valid this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's registered office not later than 48 hours before the time of the meeting or any adjournment thereof.
  8. Any alterations made in this form should be initialled.
  9. At the Extraordinary General Meeting of the Company, the Chairman of the meeting will exercise his power under Article 58 of the Articles of Association of the Company to put each of the above resolutions to the vote by way of a poll. On a poll, every shareholder who is present in person or by proxy shall have one vote for every share of which he is the holder.