


WRITTEN RESOLUTION
OF
HUTCHISON 3G UK HOLDINGS LIMITED ("the Company")

We, the undersigned, being the Members for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY PASS the following written resolution and agree that the said resolution shall, pursuant to Section 381A of the Companies Act 1985 (as amended), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

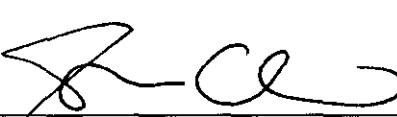
It is hereby resolved that the Company's Articles of Association be amended by the deletion of articles 95 and 101 and by the adoption of the following new articles 95 and 101 in substitution thereof:

95. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing or by facsimile or electronic mail to him at his last known address or any other address given by him to the company for this purpose. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom and Hong Kong. Any director may waive notice of a meeting and any such waiver may be retrospective.
101. A resolution in writing signed (or approved by telex or email or facsimile transmission) by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors. A resolution signed by an alternate director need not also be signed by his appointor and, if it signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

Dated: 15th February, 2007



For and on behalf of
Brave First Limited



For and on behalf of
Bright Thought Limited

THURSDAY



A26

22/02/2007

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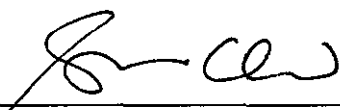
COMPANIES HOUSE

Company Number: 3918124

WRITTEN RESOLUTION

OF

HUTCHISON 3G UK HOLDINGS LIMITED ("the Company")



For and on behalf of
Brilliant Design Limited

For and on behalf of
Clear Choice Limited

For and on behalf of
Hutchison 3G UK Investments S.à r.l.

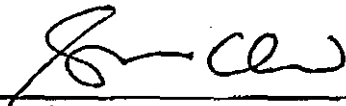
For and on behalf of
Waerdah Limited

Company Number: 3918124

WRITTEN RESOLUTION

OF

HUTCHISON 3G UK HOLDINGS LIMITED ("the Company")



For and on behalf of
Brilliant Design Limited



For and on behalf of
Clear Choice Limited



For and on behalf of
Hutchison 3G UK Investments S.à r.l.



For and on behalf of
Waerdah Limited