

06-01-97

Hutchison Telecommunications (UK) Limited
(Company Number: 2412603)
("the Company")


Written Resolution and a written Elective Resolution of the sole member of the Company made pursuant to Regulation 76 of the Articles of Association of the Company.

The undersigned, being the holder of the entire issued share capital, having the right to attend and vote at a general meeting of the Company hereby **RESOLVES** to pass the following Resolutions:

- 1 "THAT the Articles of Association attached to this Resolution be and hereby are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof."

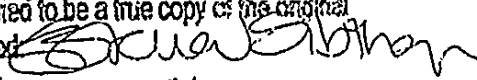
as an Elective Resolution:

- 2 "THAT in accordance with Section 379A of the Companies Act 1985 ("the Act") the Company hereby elects:
- i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
 - ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
 - iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually; and
 - iv) pursuant to Sections 369(4) and 378(3) of the Act, that the provisions of those Sections shall have effect in relation to the Company as if for the references to 95 per cent in those provisions there were substituted references to 90 per cent".

Signed 
Graham Howe
Orange plc

Date 19 December 1996



Certified to be a true copy of the original
Signed 
Date: 24.12.96
Assistant Company Secretary