

PARTNER COMMUNICATIONS CO LTD  
Form SC 13D/A  
October 14, 2004

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D/A**

**(Amendment No. 2)**

**Under the Securities Exchange Act of 1934**

**Partner Communications Company Ltd.**

(Name of Issuer)

**American Depositary Shares, each representing  
one Ordinary Share, par value New Israeli Shekel 0.01**

(Title of Class of Securities)

**70211M109**

(CUSIP Number)

**Edith Shih**

**Hutchison Whampoa Limited**

**22nd Floor, Hutchison House**

**10 Harcourt Road**

**Hong Kong**

**(852-2128-1188)**

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**(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)**

*Copies to:*

**David W. Hirsch**

**Cleary, Gottlieb, Steen & Hamilton**

**Bank of China Tower**

**One Garden Road**

**Hong Kong**

**(852-2521-4122)**

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**September 17 and 22, 2003**

**(Date of Event which Requires  
Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box " .

**SCHEDULE 13D**

CUSIP NO. 70211M109

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**HUTCHISON WHAMPOA LIMITED Not Applicable**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

(b)

4 SOURCE OF FUNDS

**WC**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Hong Kong**

7 SOLE VOTING POWER

NUMBER OF **- 0 -**

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **78,940,104**

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON **- 0 -**

WITH 10 SHARED DISPOSITIVE POWER

**78,940,104**

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**78,940,104**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**43.1%**

14 TYPE OF REPORTING PERSON

**HC, CO**

**SCHEDULE 13D**

CUSIP NO. 70211M109

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**HUTCHISON TELECOMMUNICATIONS INTERNATIONAL LIMITED** Not Applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

(b)

4 SOURCE OF FUNDS

**AF**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**The Cayman Islands**

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **- 0 -**

---

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING **78,940,104**

---

PERSON 9 SOLE DISPOSITIVE POWER

WITH

**- 0 -**

---

10 SHARED DISPOSITIVE POWER

**78,940,104**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**78,940,104**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**43.1%**

14 TYPE OF REPORTING PERSON

**HC, CO**

**SCHEDULE 13D**

CUSIP NO. 70211M109

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**ADVENT INVESTMENTS PTE LTD - Not Applicable**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

(b)

4 SOURCE OF FUNDS

**AF**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Singapore**

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **- 0 -**

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OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING **62,621,184**

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PERSON 9 SOLE DISPOSITIVE POWER

WITH

**- 0 -**

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10 SHARED DISPOSITIVE POWER

**62,621,184**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**62,621,184**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**34.2%**

14 TYPE OF REPORTING PERSON

**HC, CO**



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**SCHEDULE 13D**

CUSIP NO. 70211M109

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**HUTCHISON TELECOMMUNICATIONS (AMSTERDAM) BV** Not Applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

(b)

4 SOURCE OF FUNDS

**AF**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Netherlands**

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **- 0 -**

---

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING **- 0 -**

---

PERSON 9 SOLE DISPOSITIVE POWER

WITH

**- 0 -**

---

10 SHARED DISPOSITIVE POWER

**- 0 -**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**- 0 -**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**0.0%**

14 TYPE OF REPORTING PERSON

**HC, CO**

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**SCHEDULE 13D**

CUSIP NO. 70211M109

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**HUTCHISON TELECOMMUNICATIONS INTERNATIONAL (NETHERLANDS) BV** Not  
**Applicable**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

(b)

4 SOURCE OF FUNDS

**AF**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Netherlands**

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **- 0 -**

---

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING **16,318,920**

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PERSON 9 SOLE DISPOSITIVE POWER

WITH

**- 0 -**

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10 SHARED DISPOSITIVE POWER

**16,318,920**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**16,318,920**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**8.9%**

14 TYPE OF REPORTING PERSON

**HC, CO**

**SCHEDULE 13D**

CUSIP NO. 70211M109

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**COLONIAL NOMINEES LIMITED Not Applicable**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

(b)

4 SOURCE OF FUNDS

**AF**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Hong Kong**

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **- 0 -**

---

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING **- 0 -**

---

PERSON 9 SOLE DISPOSITIVE POWER

WITH

**- 0 -**

---

10 SHARED DISPOSITIVE POWER

**- 0 -**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**- 0 -**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**0.0%**

14 TYPE OF REPORTING PERSON

**HC, CO**

**SCHEDULE 13D**

CUSIP NO. 70211M109

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**CHEUNG KONG (HOLDINGS) LIMITED Not Applicable**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

(b)

4 SOURCE OF FUNDS

**AF**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Hong Kong**

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **- 0 -**

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING **Disclaimed (see 11 below)**

PERSON 9 SOLE DISPOSITIVE POWER

WITH

**- 0 -**

10 SHARED DISPOSITIVE POWER

**Disclaimed (see 11 below)**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**Cheung Kong (Holdings) Limited expressly disclaims beneficial ownership of the Ordinary Shares beneficially owned by Hutchison Whampoa Limited, Hutchison Telecommunications International (Netherlands) BV and Advent Investments Pte Ltd.**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**43.1%**

14 TYPE OF REPORTING PERSON

**HC, CO**



The Statement on Schedule 13D dated May 3, 2002, as amended by Amendment No. 1 dated September 30, 2003, filed jointly by Hutchison Whampoa Limited, a company incorporated in Hong Kong ( HWL ), Hutchison Telecommunications (Amsterdam) BV, a company incorporated in the Netherlands and an indirect wholly-owned subsidiary of HWL ( HTA ), Advent Investments Pte Ltd, a company incorporated in Singapore and an indirect wholly-owned subsidiary of HWL ( Advent ), Colonial Nominees Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of HWL ( Colonial ), and Cheung Kong (Holdings) Limited, a company incorporated in Hong Kong and a 49.97% shareholder of HWL ( Cheung Kong ), is hereby amended pursuant to Rule 13d-2(a) of the Securities and Exchange Act of 1934, as amended.

**Item 1. Security and Issuer.**

This statement on Schedule 13D relates to Ordinary Shares, par value New Israeli Shekel 0.01 ( Ordinary Shares ), of Partner Communications Company Ltd., a company incorporated in Israel (the Issuer ). The Issuer 's principal executive office is 8 Amal Street, Afeq Industrial Park, Rosh Ha ayin 48103, Israel.

**Item 2. Identity and Background.**

This statement is filed jointly by HWL, Hutchison Telecommunications International Limited ( HTIL ), a company incorporated in the Cayman Islands and an indirect wholly-owned subsidiary of HWL, Advent, HTA, Hutchison Telecommunications International (Netherlands) BV ( HTIN ), a company incorporated in the Netherlands and an indirect wholly-owned subsidiary of HWL, Colonial and Cheung Kong. For a description of other intermediate holding companies through which HWL holds its interest in the Ordinary Shares, please refer to Item 5(c).

**HWL**

The principal business of HWL is that of a holding company with diversified interests and activities in the following core businesses: ports and related services, telecommunications, property and hotels, retail and manufacturing, and energy, infrastructure, finance and investments. The principal business address of HWL is 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong.

HWL indirectly owns 100% of the issued shares of Advent, HTIL and HTIN. HWL 's beneficial ownership reported herein is through its interests in Advent, and HTIN.

The name, business address, citizenship and present principal occupation or employment of each executive officer and director of HWL and the name, principal business and address of any corporation or other organization in which such employment is conducted are set forth on Schedule I hereto and are incorporated herein by reference.

During the past five years, neither HWL nor, to the best knowledge of HWL, any of its executive officers and directors has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

#### HTIL

The principal business of HTIL is that of providing, through its subsidiaries and affiliates, mobile and fixed-line telecommunications services. The business address of HTIL is 18th Floor, Two Harbourfront, 22 Tak Fung Street, Hunghom, Kowloon, Hong Kong.

HTIL indirectly owns 100% of the issued shares of Advent and HTIN. HTIL's beneficial ownership reported herein is through its interests in Advent, and HTIN.

The name, business address, citizenship and present principal occupation or employment of each executive officer and director of HTIL and the name, principal business and address of any corporation or other organization in which such employment is conducted are set forth on Schedule II hereto and are incorporated herein by reference.

During the past five years, neither HTIL nor, to the best knowledge of HTIL, any of its executive officers and directors has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

#### Advent

The principal business of Advent is that of a holding company for telecommunications related businesses and assets. The principal business address of Advent is 18th Floor, Two Harbourfront, 22 Tak Fung Street, Hunghom, Hong Kong.

The name, business address, citizenship and present principal occupation or employment of each executive officer and director of Advent and the name, principal business and address of any corporation or other organization in which such employment is conducted are set forth on Schedule III hereto, respectively, and are incorporated herein by reference.

During the past five years, neither Advent nor, to the best knowledge of Advent, any of its executive officers or directors has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a

civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

#### HTA

The principal business of HTA is that of a holding company for telecommunications related businesses and assets. The registered office address of HTA is Officia 1, De Boelelaan 7, 1083 HJ Amsterdam, the Netherlands.

The name, business address, citizenship and present principal occupation or employment of each executive officer and director of HTA and the name, principal business and address of any corporation or other organization in which such employment is conducted are set forth on Schedule IV hereto, respectively, and are incorporated herein by reference.

During the past five years, neither HTA nor, to the best knowledge of HTA, any of its executive officers or directors has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

#### HTIN

The principal business of HTIN is that of a holding company for telecommunications related businesses and assets. The registered office address of HTIN is Officia 1, De Boelelaan 7, 1083 HJ Amsterdam, the Netherlands.

The name, business address, citizenship and present principal occupation or employment of each executive officer and director of HTIN and the name, principal business and address of any corporation or other organization in which such employment is conducted are set forth on Schedule V hereto, respectively, and are incorporated herein by reference.

During the past five years, neither HTIN nor, to the best knowledge of HTIN, any of its executive officers or directors has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Colonial

The principal business of Colonial is that of a holding company. The registered office address of Colonial is 22nd Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong.

The name, business address, citizenship and present principal occupation or employment of each executive officer and director of Colonial and the name, principal business and address of any corporation or other organization in which such employment is conducted are set forth on Schedule VI hereto, respectively, and are incorporated herein by reference.

During the past five years, neither Colonial nor, to the best knowledge of Colonial, any of its executive officers or directors has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Cheung Kong

The principal business of Cheung Kong is investment holding and project management, property development and investment, hotel and serviced suite operation, property and project management and securities investment. The principal business address of Cheung Kong is 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong.

Cheung Kong indirectly owns 49.97% of the issued shares of HWL and may, pursuant to Rule 13d-3 ( Rule 13d-3 ) under the Securities Exchange Act of 1934, as amended (the Exchange Act ), be deemed to control the voting and disposition of the Ordinary Shares beneficially owned by HWL, HTIL, Advent and HTIN. However, Cheung Kong disclaims beneficial ownership of the Ordinary Shares beneficially owned by HWL, HTIL, Advent and HTIN, and the filing of this statement shall in no way be construed as an admission that Cheung Kong is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of such Ordinary Shares.

The name, business address, citizenship and present principal occupation or employment of each executive officer and director of Cheung Kong and the name, principal business and address of any corporation or other organization in which such employment is conducted are set forth on Schedule VII hereto and are incorporated herein by reference.

During the past five years, neither Cheung Kong nor, to the best knowledge of Cheung Kong, any of its executive officers or directors has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent

jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**Item 3. Source and Amount of Funds or Other Consideration.**

On June 18, 2004, Colonial transferred to Advent one Ordinary Share in the issued capital of the Issuer for a consideration of 0.01 New Israeli Shekel, being the par value of the said Ordinary Share (the First Transaction ).

On September 17, 2004, HTA transferred to Advent 16,318,920 Ordinary Shares in the issued capital of the Issuer for a consideration of US\$71,051,790.11 (the Second Transaction ), being HTA's cost of investment in the said Ordinary Shares.

On September 17, 2004, Advent transferred to HTIN 16,318,920 Ordinary Shares in the issued capital of the Issuer for a consideration of US\$75,051,790.11 (the Third Transaction ), being Advent's costs of investment in the said Ordinary Shares.

On September 22, 2004, HWL carried out a restructuring (the Restructuring ) of the holdings of certain of its telecommunications assets and businesses whereby HTIL acquired, indirectly, all of the issued share capital of Advent and HTIN and, consequently, acquired through Advent and HTIN beneficial ownership of 78,731,196 Ordinary Shares in the issued capital of the Issuer.

Please refer to Item 6 below for further particulars of the First Transaction, the Second Transaction, the Third Transaction, and the Restructuring.

The source of funds used for the First Transaction, the Second Transaction, the Third Transaction and the Restructuring was the working capital of direct or indirectly owned subsidiaries of HWL.

**Item 4. Purpose of Transaction.**

The purpose of the First Transaction, the Second Transaction and the Third Transaction was the restructuring of certain subsidiaries of HWL in connection with a proposed public offering of shares in HTIL.

The Ordinary Shares reported herein as beneficially owned by HWL and HTIL constitute part of the companies' holdings in telecommunications assets and businesses throughout the world. Advent and HTIN currently own the Ordinary Shares reported herein as holding companies only. Each of HWL, HTIL, Advent and HTIN intends to review from time to time its ownership of such shares and may, depending upon its evaluations of the business and prospects of the Issuer, or such other considerations as it may consider relevant, determine to increase, decrease or dispose of its holdings in the Ordinary Shares.

Other than as disclosed in Items 3, 4 and 6, the persons filing this Schedule have no plans or proposals that relate to or would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) An extraordinary corporate transaction involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) Any change in the present Board of Directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the Board;
- (e) A material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure; changes in the Issuer's charter or bylaws or other actions that might impede the acquisition of control of the Issuer by any other person;
- (g) Causing securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an interdealer quotation system of a registered national securities association;
- (h) Causing securities of the Issuer to be eligible for termination of registration pursuant to the Exchange Act, or any other similar action;
- (i) A class of equity securities of the issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act; or
- (j) Any transaction similar to those enumerated above.

**Item 5. Interest in Securities of the Issuer.**

(a) (b) Each of HWL and HTIL, through their indirect ownership of Advent and HTIN, are deemed, for purposes of Rule 13d-3 under the Exchange Act, to be the beneficial owner of 78,940,104 Ordinary Shares, or approximately 43.1% of the outstanding Ordinary Shares<sup>1</sup>, and to have shared power over the voting and disposition of such shares.

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<sup>1</sup> The shares reported herein do not include 225,000 American Depositary Shares in which Mr. Canning Fok, a director of HWL, HTIL, Cheung Kong and Colonial, has a corporate interest, and 25,000 American Depositary Shares in which Mr. George Colin Magnus, a director of HWL and Cheung Kong, has a personal interest.

HTIN is the beneficial owner of 16,318,920 Ordinary Shares, or approximately 8.9% of the outstanding Ordinary Shares, and, upon adhering to the Relationship Agreement (see Item 6 below), will have shared power over the voting and disposition of such shares.

Advent is the beneficial owner of 62,621,184 Ordinary Shares, or approximately 34.2% of the outstanding Ordinary Shares, and has shared power over the voting and disposition of such shares.

Cheung Kong, through its indirect ownership of approximately 49.97% of the issued shares of HWL, may be deemed to share voting and dispositive power over the Ordinary Shares beneficially owned by HWL, HTIL, Advent, and HTIN. However, pursuant to Rule 13d-4 under the Exchange Act, Cheung Kong expressly disclaims beneficial ownership of such shares.

Except as described herein, none of HWL, HTIL, Advent, HTIN or Cheung Kong nor, to the best knowledge of HWL, HTIL, Advent, HTIN, and Cheung Kong, any executive officer or director of HWL, HTIL, Advent, HTIN or Cheung Kong respectively (i) beneficially owns any Ordinary Shares or American Depositary Shares of the Issuer as of the date hereof or (ii) has any right as of the date hereof to acquire, directly or indirectly, any beneficial ownership of Ordinary Shares or American Depositary Shares of the Issuer.

(c) Following the Restructuring, the following direct or indirect (as the case may be) wholly owned subsidiaries of HWL, the principal business of each of which is a holding company, act as intermediate companies through which HWL holds its indirect interests in Advent and/or HTIN:

(i) Hutchison International Limited, a company incorporated in Hong Kong and a direct wholly-owned subsidiary of HWL ( HIL );

(ii) Hutchison Telecommunications Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of HWL ( HTL );

(iii) Hutchison Telecommunications Investment Holdings Limited, a company incorporated in the British Virgin Islands and an indirect wholly-owned subsidiary of HWL and the direct parent company of HTIL ( HTIHL );

(iv) Hutchison Telecommunications International (Cayman) Holdings Limited, a company incorporated in the Cayman Islands and an indirect wholly-owned subsidiary of HWL and a direct wholly owned subsidiary of HTIL ( HTI(C)HL );

(v) Amber International Holdings Inc., a company incorporated in the British Virgin Islands and an indirect wholly owned subsidiary of HWL and a direct parent company of Advent and an indirect parent company of HTIN ( Amber ); and

(vi) Hutchison Telecommunications (Cyprus) Limited, a company incorporated in the Cyprus and an indirect wholly-owned subsidiary of HWL and the direct parent company of HTIN ( HT(Cyprus) ).

Except as set forth herein, none of HWL, HTIL, Advent, HTA, HTIN, Colonial or Cheung Kong nor, to the best knowledge of HWL, HTIL, Advent, HTA, HTIN, Colonial and Cheung Kong, any executive officer or director of HWL, HTIL, Advent, HTA, HTIN, Colonial or Cheung Kong, respectively, has effected any transaction in Ordinary Shares or American Depositary Shares during the past 60 days.

(d) Not applicable.

(e) Colonial ceased to beneficially own any Ordinary Shares in the Issuer on June 18, 2004. HTA ceased to beneficially own any ordinary Shares in the Issuer on September 17, 2004.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

On June 18, 2004, Colonial and Advent entered into an instrument of transfer pursuant to which Colonial transferred one Ordinary Share in the issued capital of the Issuer to Advent for a consideration of 0.01 New Israeli Shekel, being the par value of the said Ordinary Share. The transfer of the said Ordinary Share (the First Transaction referred to in Item 3 above) was completed on June 18, 2004, whereupon Colonial ceased to hold any interest in the Issuer.

On September 17, 2004, HTA and Advent entered into an instrument of transfer pursuant to which HTA transferred to Advent 16,318,920 Ordinary Shares in the issued capital of the Issuer for a consideration of US\$71,051,790.11, being HTA's cost of investment in the said Ordinary Shares. The transfer of the said Ordinary Shares (the Second Transaction referred to in Item 3 above) was completed on September 17, 2004, whereupon HTA ceased to hold any interest in the Issuer.

On September 17, 2004, Advent and HTIN entered into an instrument of transfer pursuant to which Advent transferred to HTIN 16,318,920 Ordinary Shares in the issued capital of the Issuer for a consideration of US\$75,051,790.11, being Advent's costs of investment in the said Ordinary Shares. The transfer of the said Ordinary Shares (the Third Transaction referred to in Item 3 above) was completed on September 17, 2004.

On September 22, 2004, as a result of the Restructuring (a referred to in Item 3 above) HTIL acquired, indirectly, all of the issued share capital of Advent and HTIN and, consequently, acquired through Advent and HTIN beneficial ownership of 78,940,104 Ordinary Shares in the issued capital of the Issuer (the Third Transaction ).

HTIN expects to execute an agreement to be bound in all respects by the terms of a Relationship Agreement dated as of October 10, 1999 (as amended) (the



Relationship Agreement), among Advent, Matav Cable-Systems Limited ( Matav ), Elbit Limited ( Elbit ), Eurocom Communications Limited ( Eurocom ), Polar Communications Limited ( Polar ) and Tapuz Cellular Systems Limited ( Tapuz ) (following the agreement of Elbit, Eurocom, Polar and Tapuz on January 10, 2002) to be bound in all respects by the terms of the Relationship Agreement).

Of the 17 positions on the Issuer's board of directors, Advent has the right to nominate seven directors, pursuant to the Relationship Agreement, and HTIN, upon adhering to the Relationship Agreement, will have the right to nominate one director. Six of the remaining nine directors may be nominated by the Issuer's other principal shareholders, and the remaining three directors are to be independent. Advent also has certain rights pursuant to the Relationship Agreement to nominate the Chairman of the Issuer's board of directors, Chief Financial Officer, and three of the eight members of the Issuer's Executive Committee.

In accordance with the requirements of a credit facility (the Credit Facility ) entered into by the Issuer on August 13, 1998 (as amended from time to time) with Bank Leumi Le-Israel B.M. ( Bank Leumi ) and other banks named in the Credit Facility, Advent entered into a share pledge agreement (the Share Pledge ) on June 23, 2004 with Bank Leumi, as security trustee under the Credit Facility, whereby Advent granted first ranking pledge over 9,871,066 Ordinary Shares as part of the security given to the Security Trustee for the performance by the Issuer of its, and any of its subsidiaries', obligations under the Credit Facility.

In addition, upon the transfer of the Ordinary Shares from Advent to HTIN, HTIN acquired certain rights under a Registration Rights Agreement dated as of October 26, 1999, among the Issuer, Advent, Matav, Elbit, Tapuz, Eurocom and Polar (the Registration Rights Agreement ), in respect of the Ordinary Shares purchased by HTIN from Advent to require the Issuer to register the transfer of Ordinary Shares held by them under the Securities Act of 1933, as amended.

In addition to the foregoing, certain directors of the reporting entities hold personal or corporate interests in 13% Senior Subordinated Notes due 2010 (the Notes ) issued by Partner on about 17 August 2000 and acquired by them as a personal investment. Specifically, Mr. Li Ka-shing has a corporate interest in a nominal amount of US\$1,500,000 in the Notes, Mr. Victor Li has a corporate interest in a nominal amount of US\$10,989,000 in the Notes, Mr. Canning Fok has a corporate interest in a nominal amount of US\$4,000,000 of the Notes and Ms. Edith Shih has a personal interest in a nominal amount of US\$200,000 in the Notes. Additionally, Rasven Investments S.A., a wholly-owned subsidiary of Cheung Kong, beneficially owns US\$33,700,000 in principal amount of the Notes.

**Item 7. Material to be Filed as Exhibits.**

The documents which have been filed as Exhibits are listed in the Exhibit Index herein.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each party certifies that the information set forth in this Statement with respect to it is true, complete and correct.

Date: October 14, 2004

FOR AND ON BEHALF OF

HUTCHISON WHAMPOA LIMITED

By: /s/ Frank Sixt  
Name: Frank Sixt  
Title: Director

FOR AND ON BEHALF OF

HUTCHISON TELECOMMUNICATIONS

INTERNATIONAL LIMITED

By: /s/ Frank Sixt  
Name: Frank Sixt  
Title: Director

FOR AND ON BEHALF OF

ADVENT INVESTMENTS PTE LTD

By: /s/ Frank Sixt  
Name: Frank Sixt  
Title: Director

FOR AND ON BEHALF OF

HUTCHISON TELECOMMUNICATIONS

(AMSTERDAM) BV

By: /s/ Chan Ting Yu  
Name: Chan Ting Yu  
Title: Director

FOR AND ON BEHALF OF

HUTCHISON TELECOMMUNICATIONS

INTERNATIONAL (NETHERLANDS) BV

By: /s/ Frank Sixt  
Name: Frank Sixt  
Title: Director

FOR AND ON BEHALF OF

COLONIAL NOMINEES LIMITED

By: /s/ Frank Sixt  
Name: Frank Sixt  
Title: Director

FOR AND ON BEHALF OF

CHEUNG KONG (HOLDINGS) LIMITED

By: /s/ Frank Sixt  
Name: Frank Sixt  
Title: Director

SCHEDULE I

Executive Officers and Directors of

Hutchison Whampoa Limited

As of October 12, 2004

Name and Business Address <sup>1a</sup>	Citizenship	Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization
LI Ka-shing 7th Floor, Cheung Kong Center 2 Queen s Road Central Hong Kong	Hong Kong	Chairman, Hutchison Whampoa Limited Chairman, Cheung Kong (Holdings) Limited
LI Tzar Kuoi, Victor 7th Floor, Cheung Kong Center 2 Queen s Road Central Hong Kong	Hong Kong	Deputy Chairman and Executive Director, Hutchison Whampoa Limited Chairman, Cheung Kong Infrastructure Holdings Limited <sup>2</sup> Chairman, CK Life Sciences Int l., (Holdings) Inc. <sup>9</sup> Co-Chairman, Husky Energy Inc. <sup>7</sup> Managing Director and Deputy Chairman, Cheung Kong (Holdings) Limited Executive Director, Hongkong Electric Holdings Limited <sup>3</sup> Director, The Hongkong and Shanghai Banking Corporation Limited (banking), No. 1 Queen s Road Central, Hong Kong

SCHEDULE I (continued)

Executive Officers and Directors of

Hutchison Whampoa Limited

As of October 12, 2004

Name and Business Address <sup>1a</sup>	Citizenship	Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization
FOK Kin-ning, Canning	British	Group Managing Director and Executive Director, Hutchison Whampoa Limited  Chairman, Hutchison Telecommunications (Australia) Limited <sup>4</sup>  Chairman, Partner Communications Company Ltd. <sup>5</sup>  Chairman, Hutchison Harbour Ring Limited <sup>8</sup>  Chairman, Hutchison Global Communications Holdings Limited <sup>10</sup>  Co-Chairman, Husky Energy Inc. <sup>7</sup>  Deputy Chairman, Cheung Kong Infrastructure Holdings Limited <sup>2</sup>  Deputy Chairman, Hongkong Electric Holdings Limited <sup>3</sup>  Non-executive Director, Cheung Kong (Holdings) Limited  Non-executive Director, Hutchison Telecommunications International Limited <sup>12</sup> Director, Colonial Nominees Limited

SCHEDULE I (continued)

Executive Officers and Directors of

Hutchison Whampoa Limited

As of October 12, 2004

Name and Business Address <sup>1a</sup>	Citizenship	Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization
CHOW WOO Mo Fong, Susan	British	Deputy Group Managing Director and Executive Director, Hutchison Whampoa Limited  Executive Director, Cheung Kong Infrastructure Holdings Limited <sup>2</sup>  Executive Director, Hutchison Harbour Ring Limited <sup>8</sup>  Executive Director, Hutchison Global Communications Holdings Limited <sup>10</sup>  Director, Hongkong Electric Holdings Limited <sup>3</sup>  Director, Partner Communications Company Ltd. <sup>5</sup>  Non-executive Director, TOM Group Limited <sup>6</sup>  Non-executive Director, Hutchison Telecommunications International Limited <sup>12</sup>  Director, Advent Investments Pte Ltd  Director, Colonial Nominees Limited  Director, Hutchison Telecommunications (Amsterdam) B.V.  Director, Hutchison Telecommunications International (Netherlands) B.V.

SCHEDULE I (continued)

Executive Officers and Directors of

Hutchison Whampoa Limited

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

<b>Name and Business Address<sup>1a</sup></b>	<b>Citizenship</b>	<b>Principal Business and Address of Each Corporation or Organization</b>
Frank John SIXT	Canadian	Group Finance Director and Executive Director, Hutchison Whampoa Limited  Chairman, TOM Group Limited <sup>6</sup>  Chairman, TOM Online Inc. <sup>11</sup>  Executive Director, Cheung Kong Infrastructure Holdings Limited <sup>2</sup>  Executive Director, Hongkong Electric Holdings Limited <sup>3</sup>  Executive Director, Hutchison Global Communications Holdings Limited <sup>10</sup>  Director, Hutchison Telecommunications (Australia) Limited <sup>4</sup>  Director, Husky Energy Inc. <sup>7</sup>  Director, Partner Communications Company Ltd. <sup>5</sup>  Non-executive Director, Cheung Kong (Holdings) Limited  Non-executive Director, Hutchison Telecommunications International Limited <sup>12</sup>  Director, Advent Investments Pte Ltd  Director, Colonial Nominees Limited  Director, Hutchison Telecommunications International (Netherlands) B.V.
LAI Kai Ming, Dominic	Canadian	Executive Director, Hutchison Whampoa Limited  Deputy Chairman, Hutchison Harbour Ring Limited <sup>8</sup>  Deputy Chairman, Hutchison Global Communications Holdings Limited <sup>10</sup>  Director, Hutchison Telecommunications (Australia) Limited <sup>4</sup>

SCHEDULE I (continued)

Executive Officers and Directors of

Hutchison Whampoa Limited

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

<b>Name and Business Address<sup>1a</sup></b>	<b>Citizenship</b>	<b>Principal Business and Address of Each Corporation or Organization</b>
George Colin MAGNUS 7th Floor, Cheung Kong Center 2 Queen's Road Central Hong Kong	British	Executive Director, Hutchison Whampoa Limited Chairman, Hongkong Electric Holdings Limited <sup>3</sup> Deputy Chairman, Cheung Kong (Holdings) Limited Deputy Chairman, Cheung Kong Infrastructure Holdings Limited <sup>2</sup>
KAM Hing Lam 7th Floor, Cheung Kong Center 2 Queen's Road Central Hong Kong	Hong Kong	Executive Director, Hutchison Whampoa Limited Group Managing Director, Cheung Kong Infrastructure Holdings Limited <sup>2</sup> President and Chief Executive Officer, CK Life Sciences International, (Holdings) Limited. Deputy Managing Director, Cheung Kong (Holdings) Limited Executive Director, Hongkong Electric Holdings Limited <sup>3</sup>
Michael David KADOORIE 24th Floor, St. George's Building, 2 Ice House Street Central, Hong Kong	British	Independent Non-Executive Director, Hutchison Whampoa Limited Chairman, CLP Holdings Limited (investment holding), 147 Argyle Street, Kowloon, Hong Kong Chairman, The Hongkong and Shanghai Hotels Limited (hotel catering and real estate), 8th Floor, St. George's Building, 2 Ice House Street, Central, Hong Kong Chairman, Heliservices (Hong Kong) Limited (provision of helicopter services), 2107 St. George's Building, 2 Ice House Street, Central, Hong Kong



SCHEDULE I (continued)

Executive Officers and Directors of

Hutchison Whampoa Limited

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

<b>Name and Business Address<sup>1a</sup></b>	<b>Citizenship</b>	<b>Principal Business and Address of Each Corporation or Organization</b>
Holger KLUGE 33 Delisle Avenue, Suite 509 Toronto, Ontario M4V 1S8 Canada	Canada	Independent Non-Executive Director, Hutchison Whampoa Limited Director, Hutchison Telecommunications (Australia) Limited <sup>4</sup> Director, Husky Energy Inc. <sup>7</sup> Independent Non-executive Director, Hongkong Electric Holdings Limited <sup>3</sup> Independent Non-executive Director, TOM Group Limited <sup>6</sup>
Simon MURRAY Suite 3601, Cheung Kong Center 2 Queen's Road Central Hong Kong	British	Independent Non-Executive Director, Hutchison Whampoa Limited Chairman, General Enterprise Management Services Limited (investment fund), 3601, Cheung Kong Center, 2 Queen's Road Central, Hong Kong Independent Non-executive Director, Cheung Kong (Holdings) Limited
OR Ching Fai, Raymond 1 Queen's Road Central Hong Kong	British	Independent Non-Executive Director, Hutchison Whampoa Limited General Manager, The Hongkong and Shanghai Banking Corporation Limited (banking), 1 Queen's Road Central, Hong Kong

SCHEDULE I (continued)

Executive Officers and Directors of

Hutchison Whampoa Limited

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

<b>Name and Business Address<sup>1a</sup></b>	<b>Citizenship</b>	<b>Principal Business and Address of Each Corporation or Organization</b>
William SHURNIAK	Canadian	<p>Non-Executive Director, Hutchison Whampoa Limited</p> <p>Chairman, ETSA Utilities (operation of electricity distribution network in Australia), 1 Anzac Highway, Keswick, South Australia 5035, Australia</p> <p>Chairman, Powercor Australia Ltd. (operation of electricity distribution network in Australia), Level 9, 40 Market Street, Melbourne, Victoria 3000, Australia</p> <p>Chairman, CitiPower Pty Ltd. (operation of electricity distribution network in Australia) Level 9, 40 Market Street, Melbourne, Victoria 3000, Australia</p> <p>Deputy Chairman, Husky Energy Inc.<sup>7</sup></p>
Peter Alan Lee VINE	British	<p>Independent Non-Executive Director, Hutchison Whampoa Limited</p> <p>Director, Liu Chong Hing Investments Limited (investments), 24 Des Voeux Road Central, Hong Kong</p> <p>Director, Liu Chong Hing Bank Limited (banking), 24 Des Voeux Road Central, Hong Kong</p> <p>Solicitor</p>

SCHEDULE I (continued)

Executive Officers and Directors of

Hutchison Whampoa Limited

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

<b>Name and Business Address<sup>1a</sup></b>	<b>Citizenship</b>	<b>Principal Business and Address of Each Corporation or Organization</b>
WONG Chung Hin	British	Independent Non-Executive Director, Hutchison Whampoa Limited
1225 Prince s Building		Director, The Bank of East Asia, Limited (banking), No. 10 Des Voeux Road Central, Hong Kong
10 Chater Road		Director, Hongkong Electric Holdings Limited <sup>3</sup>
Hong Kong		

SCHEDULE II

Executive Officers and Directors of

Hutchison Telecommunications International Limited

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

<b>Name and Business Address<sup>1a</sup></b>	<b>Citizenship</b>	<b>Principal Business and Address of Each Corporation or Organization</b>
FOK Kin-ning, Canning	British	Non-executive Director, Hutchison Telecommunications International Limited <sup>12</sup> Group Managing Director and Executive Director, Hutchison Whampoa Limited Chairman, Hutchison Telecommunications (Australia) Limited <sup>4</sup> Chairman, Partner Communications Company Ltd. <sup>5</sup> Chairman, Hutchison Harbour Ring Limited <sup>8</sup> Chairman, Hutchison Global Communications Holdings Limited <sup>10</sup> Co-Chairman, Husky Energy Inc. <sup>7</sup> Deputy Chairman, Cheung Kong Infrastructure Holdings Limited <sup>2</sup> Deputy Chairman, Hongkong Electric Holdings Limited <sup>3</sup> Non-executive Director, Cheung Kong (Holdings) Limited Director, Colonial Nominees Limited

SCHEDULE II (continued)

Executive Officers and Directors of

Hutchison Telecommunications International Limited

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

<b>Name and Business Address<sup>1a</sup></b>	<b>Citizenship</b>	<b>Principal Business and Address of Each Corporation or Organization</b>
CHOW WOO Mo Fong, Susan	British	Non-executive Director, Hutchison Telecommunications International Limited <sup>12</sup> Deputy Group Managing Director and Executive Director, Hutchison Whampoa Limited Executive Director, Cheung Kong Infrastructure Holdings Limited <sup>2</sup> Executive Director, Hutchison Harbour Ring Limited <sup>8</sup> Executive Director, Hutchison Global Communications Holdings Limited <sup>10</sup> Director, Hongkong Electric Holdings Limited <sup>3</sup> Director, Partner Communications Company Ltd. <sup>5</sup> Non-executive Director, TOM Group Limited <sup>6</sup> Director, Advent Investments Pte Ltd Director, Colonial Nominees Limited Director, Hutchison Telecommunications (Amsterdam) B.V. Director, Hutchison Telecommunications International (Netherlands) B.V.

SCHEDULE II (continued)

Executive Officers and Directors of  
Hutchison Telecommunications International Limited

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

<b>Name and Business Address<sup>1a</sup></b>	<b>Citizenship</b>	<b>Principal Business and Address of Each Corporation or Organization</b>
Frank John SIXT	Canadian	Non-executive Director, Hutchison Telecommunications International Limited <sup>12</sup>  Group Finance Director and Executive Director, Hutchison Whampoa Limited  Chairman, TOM Group Limited <sup>6</sup>  Chairman, TOM Online Inc. <sup>11</sup>  Executive Director, Cheung Kong Infrastructure Holdings Limited <sup>2</sup>  Executive Director, Hongkong Electric Holdings Limited <sup>3</sup>  Executive Director, Hutchison Global Communications Holdings Limited <sup>10</sup>  Director, Hutchison Telecommunications (Australia) Limited <sup>4</sup>  Director, Husky Energy Inc. <sup>7</sup>  Director, Partner Communications Company Ltd. <sup>5</sup>  Non-executive Director, Cheung Kong (Holdings) Limited  Director, Advent Investments Pte Ltd  Director, Colonial Nominees Limited  Director, Hutchison Telecommunications International (Netherlands) B.V.
LUI Pok Man, Dennis	Canadian	Executive Director, Hutchison Telecommunications International Limited <sup>12</sup>  Executive Director, Hutchison Global Communications Holdings Limited <sup>10</sup>  Director, Hutchison Telecommunications (Australia) Limited <sup>4</sup>  Director, Partner Communications Company Ltd. <sup>5</sup>  Director, Hutchison Telecommunications (Amsterdam) B.V.

SCHEDULE II (continued)

Executive Officers and Directors of

Hutchison Telecommunications International Limited

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

<b>Name and Business Address<sup>1a</sup></b>	<b>Citizenship</b>	<b>Principal Business and Address of Each Corporation or Organization</b>
CHAN Ting Yu 18/F., Two Harbourfront 22 Tak Fung Street Hungghom, Kowloon Hong Kong	New Zealander	Executive Director, Hutchison Telecommunications International Limited <sup>12</sup> Director, Partner Communications Company Ltd. <sup>5</sup> Director, Advent Investments Pte Ltd Director, Hutchison Telecommunications (Amsterdam) B.V.
Tim Lincoln PENNINGTON 18/F., Two Harbourfront 22 Tak Fung Street Hungghom, Kowloon Hong Kong	British	Executive Director, Hutchison Telecommunications International Limited <sup>12</sup>
KWAN Kai Cheong Room 2308, Dominion Centre 43-59 Queen s Road East Wanchai, Hong Kong	Australian	Independent Non-executive Director, Hutchison Telecommunications International Limited <sup>12</sup> Independent Non-Executive Director, Hutchison Harbour Ring Limited <sup>8</sup> President, Morrison & Company Limited (management consultancy), Room 2308, Dominion Centre, 43-59 Queen s Road East, Wanchai, Hong Kong
John William STANTON 3650 131st Ave SE Bellevue WA98006 United States	American	Independent Non-executive Director, Hutchison Telecommunications International Limited <sup>12</sup> Chairman & Chief Executive Officer, Western Wireless Corporation (telecommunications), 3650 131st Ave SE Bellevue, WA98006, United States

SCHEDULE II (continued)

Executive Officers and Directors of  
Hutchison Telecommunications International Limited

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

**Name and Business Address<sup>1a</sup>**

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**Citizenship**

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**Principal Business and Address of Each Corporation or Organization**

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Kevin WESTLEY

British

Independent Non-executive Director, Hutchison Telecommunications International Limited<sup>12</sup>

Level 34, 1 Queen's Road Central,  
Hong Kong

Advisor to the Chairman, The Hongkong and Shanghai Corporation Limited (Banking), 1  
Queen's Road Central, Hong Kong



SCHEDULE III

Executive Officers and Directors of

Advent Investments Pte Ltd

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

<b>Name and Business Address<sup>1a</sup></b>	<b>Citizenship</b>	<b>Principal Business and Address of Each Corporation or Organization</b>
CHOW WOO Mo Fong, Susan	British	Director, Advent Investments Pte Ltd  Deputy Group Managing Director and Executive Director, Hutchison Whampoa Limited  Executive Director, Cheung Kong Infrastructure Holdings Limited <sup>2</sup>  Executive Director, Hutchison Harbour Ring Limited <sup>8</sup>  Executive Director, Hutchison Global Communications Holdings Limited <sup>10</sup>  Director, Hongkong Electric Holdings Limited <sup>3</sup>  Director, Partner Communications Company Ltd. <sup>5</sup>  Non-executive Director, TOM Group Limited <sup>6</sup>  Non - Executive Director, Hutchison Telecommunications International Limited <sup>12</sup>  Director, Colonial Nominees Limited  Director, Hutchison Telecommunications (Amsterdam) B.V.  Director, Hutchison Telecommunications International (Netherlands) B.V.

SCHEDULE III (continued)

Executive Officers and Directors of

Advent Investments Pte Ltd

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

<b>Name and Business Address<sup>1a</sup></b>	<b>Citizenship</b>	<b>Principal Business and Address of Each Corporation or Organization</b>
Frank John SIXT	Canadian	Director, Advent Investments Pte Ltd  Group Finance Director and Executive Director, Hutchison Whampoa Limited  Chairman, TOM Group Limited <sup>6</sup>  Chairman, TOM Online Inc. <sup>11</sup>  Executive Director, Cheung Kong Infrastructure Holdings Limited <sup>2</sup>  Executive Director, Hongkong Electric Holdings Limited <sup>3</sup>  Director, Hutchison Telecommunications (Australia) Limited <sup>4</sup>  Director, Husky Energy Inc. <sup>7</sup>  Director, Partner Communications Company Ltd. <sup>5</sup>  Non-executive Director, Cheung Kong (Holdings) Limited  Non-Executive Director, Hutchison Telecommunications International Limited <sup>12</sup>  Director, Colonial Nominees Limited  Director, Hutchison Telecommunications International (Netherlands) B.V.
KHOO Chek Ngee	Singaporean	Director, Advent Investments Pte Ltd  Director, Partner Communications Company Ltd. <sup>5</sup>

SCHEDULE III (continued)

Executive Officers and Directors of

Advent Investments Pte Ltd

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

<b>Name and Business Address<sup>1a</sup></b>	<b>Citizenship</b>	<b>Principal Business and Address of Each Corporation or Organization</b>
CHAN Ting Yu 18/F., Two Harbourfront 22 Tak Fung Street Hunghom, Kowloon Hong Kong	New Zealander	Director, Advent Investments Pte Ltd  Executive Director, Hutchison Telecommunications International Limited <sup>12</sup>  Director, Partner Communications Company Ltd. <sup>5</sup>  Director, Hutchison Telecommunications (Amsterdam) B.V.
SNG Cheng Khoong, Robin Blk 5000D, #12-14 Marine Parade Road, Singapore 449287	Singaporean	Director, Advent Investments Pte Ltd  Director, Hutchison Telecommunications (Amsterdam) B.V.  Director, Hutchison Telecommunications International (Netherlands) B.V.

SCHEDULE IV

Executive Officers and Directors of  
Hutchison Telecommunications (Amsterdam) B.V.

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

<b>Name and Business Address<sup>1a</sup></b>	<b>Citizenship</b>	<b>Principal Business and Address of Each Corporation or Organization</b>
CHOW WOO Mo Fong, Susan	British	Director, Hutchison Telecommunications (Amsterdam) B.V.  Deputy Group Managing Director and Executive Director, Hutchison Whampoa Limited  Executive Director, Cheung Kong Infrastructure Holdings Limited <sup>2</sup>  Executive Director, Hutchison Harbour Ring Limited <sup>8</sup>  Executive Director, Hutchison Global Communications Holdings Limited <sup>10</sup>  Director, Hongkong Electric Holdings Limited <sup>3</sup>  Director, Partner Communications Company Ltd. <sup>5</sup>  Non-executive Director, TOM Group Limited <sup>6</sup>  Non-executive Director, Hutchison Telecommunications International Limited <sup>12</sup>  Director, Advent Investments Pte Ltd  Director, Colonial Nominees Limited  Director, Hutchison Telecommunications International (Netherlands) B.V.
LUI Pok Man, Dennis	Canadian	Director, Hutchison Telecommunications (Amsterdam) B.V.  Executive Director, Hutchison Telecommunications International Limited <sup>12</sup>  Executive Director, Hutchison Global Communications Holdings Limited <sup>10</sup>  Director, Hutchison Telecommunications (Australia) Limited <sup>4</sup>  Director, Partner Communications Company Ltd. <sup>5</sup>

SCHEDULE IV (continued)

Executive Officers and Directors of

Hutchison Telecommunications (Amsterdam) B.V.

As of October 12, 2004

<u>Name and Business Address<sup>1a</sup></u>	<u>Citizenship</u>	<u>Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization</u>
CHAN Ting Yu	New Zealander	Director, Hutchison Telecommunications (Amsterdam) B.V.
18/F., Two Harbourfront		Executive Director, Hutchison Telecommunications International Limited <sup>12</sup>
22 Tak Fung Street		Director, Partner Communications Company Ltd. <sup>5</sup>
Hunghom, Kowloon		Director, Advent Investments Pte Ltd
Hong Kong		
HO Wai Leung, Edmond	British	Director, Hutchison Telecommunications (Amsterdam) B.V.
9 Queen Street, Mayfair,		Director, Hutchison Whampoa (Europe) Limited (consultancy services), 9 Queen Street, Mayfair, London W1J 5PE, United Kingdom
London W1J 5PE,		Director, Hutchison Whampoa (UK) Limited (investment holding), 9 Queen Street, Mayfair, London W1J 5PE, United Kingdom
United Kingdom		Director, Hutchison Whampoa Properties (Europe) Limited (project management), 9 Queen Street, Mayfair, London W1J 5PE, United Kingdom
		Director, Hutchison Telecommunications International (Netherlands) B.V.

SCHEDULE IV (continued)

Executive Officers and Directors of

Hutchison Telecommunications (Amsterdam) B.V.

As of October 12, 2004

Name and Business Address <sup>1a</sup>	Citizenship	Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization
CHAN Waichi, Richard	American	Director, Hutchison Telecommunications (Amsterdam) B.V.
7, rue du Marché aux Herbes		Director, Hutchison Telecommunications International (Netherlands) B.V.
L-1728 Luxembourg		Managing Director, Hutchison Whampoa Europe Investments S.à r.l. (investment holding) 7, rue du Marché aux Herbes, L-1728 Luxembourg
SNG Cheng Khoong, Robin	Singaporean	Director, Hutchison Telecommunications (Amsterdam) B.V.
Blk 5000D, #12-14 Marine Parade Road, Singapore 449287		Director, Advent Investments Pte Ltd
		Director, Hutchison Telecommunications International (Netherlands) B.V.

SCHEDULE V

Executive Officers and Directors of

Hutchison Telecommunications International (Netherlands) B.V.

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

<b>Name and Business Address<sup>1a</sup></b>	<b>Citizenship</b>	<b>Principal Business and Address of Each Corporation or Organization</b>
CHOW WOO Mo Fong, Susan	British	Director, Hutchison Telecommunications International (Netherlands) B.V.  Deputy Group Managing Director and Executive Director, Hutchison Whampoa Limited  Executive Director, Cheung Kong Infrastructure Holdings Limited <sup>2</sup>  Executive Director, Hutchison Harbour Ring Limited <sup>8</sup>  Executive Director, Hutchison Global Communications Holdings Limited <sup>10</sup>  Director, Hongkong Electric Holdings Limited <sup>3</sup>  Director, Partner Communications Company Ltd. <sup>5</sup>  Non-executive Director, TOM Group Limited <sup>6</sup>  Non-executive Director, Hutchison Telecommunications International Limited <sup>12</sup>  Director, Advent Investments Pte Ltd  Director, Colonial Nominees Limited  Director, Hutchison Telecommunications (Amsterdam) B.V.

SCHEDULE V (continued)

Executive Officers and Directors of

Hutchison Telecommunications International (Netherlands) B.V.

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

**Name and Business Address<sup>1a</sup>**

**Citizenship Principal Business and Address of Each Corporation or Organization**

Frank John SIXT

Canadian	Director, Hutchison Telecommunications International (Netherlands) B.V.  Group Finance Director and Executive Director, Hutchison Whampoa Limited  Chairman, TOM Group Limited <sup>6</sup>  Chairman, TOM Online Inc. <sup>11</sup>  Executive Director, Cheung Kong Infrastructure Holdings Limited <sup>2</sup>  Executive Director, Hongkong Electric Holdings Limited <sup>3</sup>  Executive Director, Hutchison Global Communications Holdings Limited <sup>10</sup>  Director, Hutchison Telecommunications (Australia) Limited <sup>4</sup>  Director, Husky Energy Inc. <sup>7</sup>  Director, Partner Communications Company Ltd. <sup>5</sup>  Non-executive Director, Cheung Kong (Holdings) Limited  Non-executive Director, Hutchison Telecommunications International Limited <sup>12</sup>  Director, Advent Investments Pte Ltd  Director, Colonial Nominees Limited
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SCHEDULE V (continued)

Executive Officers and Directors of

Hutchison Telecommunications International (Netherlands) B.V.

As of October 12, 2004

Name and Business Address <sup>1a</sup>	Citizenship	Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization
HO Wai Leung, Edmond	British	Director, Hutchison Telecommunications International (Netherlands) B.V.
9 Queen Street, Mayfair, London W1J 5PE, United Kingdom		Director, Hutchison Whampoa (Europe) Limited (consultancy services), 9 Queen Street, Mayfair, London W1J 5PE, United Kingdom Director, Hutchison Whampoa (UK) Limited (investment holding), 9 Queen Street, Mayfair, London W1J 5PE, United Kingdom Director, Hutchison Whampoa Properties (Europe) Limited (project management), 9 Queen Street, Mayfair, London W1J 5PE, United Kingdom
CHAN Waichi, Richard	American	Director, Hutchison Telecommunications (Amsterdam) B.V. Director, Hutchison Telecommunications International (Netherlands) B.V.
7, rue du Marché aux Herbes L-1728 Luxembourg		Director, Hutchison Telecommunications (Amsterdam) B.V.
SNG Cheng Khoong, Robin	Singaporean	Managing Director, Hutchison Whampoa Europe Investments S.à r.l. (investment holding) 7, rue du Marché aux Herbes, L-1728 Luxembourg Director, Hutchison Telecommunications International (Netherlands) B.V.
Blk 5000D, #12-14 Marine Parade Road, Singapore 449287		Director, Advent Investments Pte Ltd Director, Hutchison Telecommunications (Amsterdam) B.V.

SCHEDULE VI

Executive Officers and Directors of

Colonial Nominees Limited

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

<b>Name and Business Address<sup>1a</sup></b>	<b>Citizenship</b>	<b>Principal Business and Address of Each Corporation or Organization</b>
FOK Kin-ning, Canning	British	Director, Colonial Nominees Limited  Group Managing Director and Executive Director, Hutchison Whampoa Limited  Chairman, Hutchison Telecommunications (Australia) Limited <sup>4</sup>  Chairman, Partner Communications Company Ltd. <sup>5</sup>  Chairman, Hutchison Harbour Ring Limited <sup>8</sup>  Chairman, Hutchison Global Communications Holdings Limited <sup>10</sup>  Co-Chairman, Husky Energy Inc. <sup>7</sup>  Deputy Chairman, Cheung Kong Infrastructure Holdings Limited <sup>2</sup>  Deputy Chairman, Hongkong Electric Holdings Limited <sup>3</sup>  Non-executive Director, Cheung Kong (Holdings) Limited  Non-executive Director, Hutchison Telecommunications International Limited <sup>12</sup>

SCHEDULE VI (continued)

Executive Officers and Directors of

Colonial Nominees Limited

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

Name and Business Address <sup>1a</sup>	Citizenship	Principal Business and Address of Each Corporation or Organization
CHOW WOO Mo Fong, Susan	British	Director, Colonial Nominees Limited  Deputy Group Managing Director and Executive Director, Hutchison Whampoa Limited  Executive Director, Cheung Kong Infrastructure Holdings Limited <sup>2</sup>  Executive Director, Hutchison Harbour Ring Limited <sup>8</sup>  Executive Director, Hutchison Global Communications Holdings Limited <sup>10</sup>  Director, Hongkong Electric Holdings Limited <sup>3</sup>  Director, Partner Communications Company Ltd. <sup>5</sup>  Non-executive Director, TOM Group Limited <sup>6</sup>  Non-executive Director, Hutchison Telecommunications International Limited <sup>12</sup>  Director, Advent Investments Pte Ltd  Director, Hutchison Telecommunications (Amsterdam) B.V.  Director, Hutchison Telecommunications International (Netherlands) B.V.

SCHEDULE VI (continued)

Executive Officers and Directors of

Colonial Nominees Limited

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

<b>Name and Business Address<sup>1a</sup></b>	<b>Citizenship</b>	<b>Principal Business and Address of Each Corporation or Organization</b>
Frank John SIXT	Canadian	<p>Director, Colonial Nominees Limited</p> <p>Group Finance Director and Executive Director, Hutchison Whampoa Limited</p> <p>Chairman, TOM Group Limited<sup>6</sup></p> <p>Chairman, TOM Online Inc.<sup>11</sup></p> <p>Executive Director, Cheung Kong Infrastructure Holdings Limited<sup>2</sup></p> <p>Executive Director, Hongkong Electric Holdings Limited<sup>3</sup></p> <p>Executive Director, Hutchison Global Communications Holdings Limited<sup>10</sup></p> <p>Director, Hutchison Telecommunications (Australia) Limited<sup>4</sup></p> <p>Director, Husky Energy Inc.<sup>7</sup></p> <p>Director, Partner Communications Company Ltd.<sup>5</sup></p> <p>Non-executive Director, Cheung Kong (Holdings) Limited</p> <p>Non-executive Director, Hutchison Telecommunications International Limited<sup>12</sup></p> <p>Director, Advent Investments Pte Ltd</p> <p>Director, Hutchison Telecommunications International (Netherlands) B.V.</p>
Edith SHIH	Chinese	<p>Director, Colonial Nominees Limited</p> <p>Head Group General Counsel &amp; Company Secretary, Hutchison Whampoa Limited</p> <p>Executive Director &amp; Company Secretary, Hutchison Harbour Ring Limited<sup>8</sup></p> <p>Executive Director, Hutchison International Limited (investment holding)</p>

SCHEDULE VII

Executive Officers and Directors of

Cheung Kong (Holdings) Limited

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

<b>Name and Business Address<sup>1b</sup></b>	<b>Citizenship</b>	<b>Principal Business and Address of Each Corporation or Organization</b>
LI Ka-shing	Hong Kong	Chairman, Cheung Kong (Holdings) Limited Chairman, Hutchison Whampoa Limited
LI Tzar Kuoi, Victor	Hong Kong	Managing Director and Deputy Chairman, Cheung Kong (Holdings) Limited Chairman, Cheung Kong Infrastructure Holdings Limited <sup>2</sup> Chairman, CK Life Sciences Int'l., (Holdings) Inc. <sup>3</sup> Deputy Chairman and Executive Director, Hutchison Whampoa Limited Co-Chairman, Husky Energy Inc. <sup>7</sup> Executive Director, Hongkong Electric Holdings Limited <sup>3</sup> Director, The Hongkong and Shanghai Banking Corporation Limited (banking), No. 1 Queen's Road Central, Hong Kong
George Colin MAGNUS	British	Deputy Chairman, Cheung Kong (Holdings) Limited Chairman, Hongkong Electric Holdings Limited <sup>3</sup> Deputy Chairman, Cheung Kong Infrastructure Holdings Limited <sup>2</sup> Executive Director, Hutchison Whampoa Limited

SCHEDULE VII (continued)

Executive Officers and Directors of

Cheung Kong (Holdings) Limited

As of October 12, 2004

<u>Name and Business Address<sup>1b</sup></u>	<u>Citizenship</u>	<u>Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization</u>
KAM Hing Lam	Hong Kong	Deputy Managing Director, Cheung Kong (Holdings) Limited  Group Managing Director, Cheung Kong Infrastructure Holdings Limited <sup>2</sup>  President and Chief Executive Officer, CK Life Sciences Int'l., (Holdings) Inc. <sup>8</sup>  Executive Director, Hutchison Whampoa Limited  Executive Director, Hongkong Electric Holdings Limited <sup>3</sup>
CHUNG Sun Keung, Davy	Hong Kong	Executive Director, Cheung Kong (Holdings) Limited
IP Tak Chuen, Edmond	British	Executive Director, Cheung Kong (Holdings) Limited  Deputy Chairman, Cheung Kong Infrastructure Holdings Limited <sup>2</sup>  Senior Vice President and Chief Investment Officer, CK Life Sciences Int'l., (Holdings) Inc. <sup>9</sup>  Non-executive Director, TOM Group Limited <sup>6</sup>
PAU Yee Wan, Ezra	Hong Kong	Executive Director, Cheung Kong (Holdings) Limited
WOO Chia Ching, Grace	U.S.A.	Executive Director, Cheung Kong (Holdings) Limited

SCHEDULE VII (continued)

Executive Officers and Directors of

Cheung Kong (Holdings) Limited

As of October 12, 2004

<b>Name and Business Address<sup>1b</sup></b>	<b>Citizenship</b>	<b>Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization</b>
CHIU Kwok Hung, Justin	Canadian	Executive Director, Cheung Kong (Holdings) Limited
LEUNG Siu Hon	British	Non-executive Director, Cheung Kong (Holdings) Limited
502 Aon China Building 29 Queen's Road Central Hong Kong		Consultant, Messrs. S.H. Leung & Co. (solicitors' firm), 502 Aon China Building, 29 Queen's Road Central, Hong Kong
FOK Kin-ning, Canning	British	Non-executive Director, Cheung Kong (Holdings) Limited
22nd Floor, Hutchison House 10 Harcourt Road Hong Kong		Group Managing Director and Executive Director, Hutchison Whampoa Limited
		Chairman, Hutchison Telecommunications (Australia) Limited <sup>4</sup>
		Chairman, Partner Communications Company Ltd. <sup>5</sup>
		Chairman, Hutchison Harbour Ring Limited <sup>8</sup>
		Chairman, Hutchison Global Communications Holdings Limited <sup>10</sup>
		Co-Chairman, Husky Energy Inc. <sup>7</sup>
		Deputy Chairman, Cheung Kong Infrastructure Holdings Limited <sup>2</sup>
		Deputy Chairman, Hongkong Electric Holdings Limited <sup>3</sup>
		Non-executive Director, Hutchison Telecommunications International Limited <sup>12</sup>
		Director, Colonial Nominees Limited

SCHEDULE VII (continued)

Executive Officers and Directors of

Cheung Kong (Holdings) Limited

As of October 12, 2004

**Present Principal Occupation or Employment, Including Name,**

<b>Name and Business Address<sup>1b</sup></b>	<b>Citizenship</b>	<b>Principal Business and Address of Each Corporation or Organization</b>
Frank John SIXT	Canadian	Non-executive Director, Cheung Kong (Holdings) Limited
22nd Floor, Hutchison House		Group Finance Director and Executive Director, Hutchison Whampoa Limited
10 Harcourt Road		Chairman, TOM Group Limited <sup>6</sup>
Hong Kong		Chairman, TOM Online Inc. <sup>11</sup>
		Executive Director, Cheung Kong Infrastructure Holdings Limited <sup>2</sup>
		Executive Director, Hongkong Electric Holdings Limited <sup>3</sup>
		Executive Director, Hutchison Global Communications Holdings Limited <sup>10</sup>
		Director, Hutchison Telecommunications (Australia) Limited <sup>4</sup>
		Director, Husky Energy Inc. <sup>7</sup>
		Director, Partner Communications Company Ltd. <sup>5</sup>
		Non-executive Director, Hutchison Telecommunications International Limited <sup>12</sup>
		Director, Advent Investments Pte Ltd
		Director, Colonial Nominees Limited
		Director, Hutchison Telecommunications International (Netherlands) B.V.



SCHEDULE VII (continued)

Executive Officers and Directors of

Cheung Kong (Holdings) Limited

As of October 12, 2004

<u>Name and Business Address<sup>1b</sup></u>	<u>Citizenship</u>	<u>Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization</u>
CHOW Kun Chee, Roland 602 Aon China Building 29 Queen's Road Central Hong Kong	British	Non-executive Director, Cheung Kong (Holdings) Limited Consultant, Herbert Tsoi and Partners (solicitors' firm), 602 Aon China Building, 29 Queen's Road Central, Hong Kong
CHOW Nin Mow, Albert Units 3610-13 China Merchants Tower Shun Tak Centre 168 Connaught Road Central Hong Kong	British	Non-executive Director, Cheung Kong (Holdings) Limited Chairman & Managing Director, Wah Yip (Holdings) Limited (property development and investment), Units 3610-13 China Merchants Tower, Shun Tak Centre, 168 Connaught Road Central, Hong Kong
HUNG Siu-lin, Katherine KWOK Tun-li, Stanley Suite 560-355 Burrard Street Vancouver, British Columbia V6C 2G8, Canada	Hong Kong Canadian	Non-executive Director, Cheung Kong (Holdings) Limited Independent Non-executive Director, Cheung Kong (Holdings) Limited Director, Amara International Investment Corporation (investment holding), Suite 560-355 Burrard Street, Vancouver, British Columbia, V6C 2G8, Canada

SCHEDULE VII (continued)

Executive Officers and Directors of

Cheung Kong (Holdings) Limited

As of October 12, 2004

<u>Name and Business Address<sup>1b</sup></u>	<u>Citizenship</u>	<u>Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization</u>
YEY Yuan Chang, Anthony 26th Floor, Tower A Regent Centre 63 Wo Yi Hop Road Kwai Chung Hong Kong	Hong Kong	Independent Non-executive Director, Cheung Kong (Holdings) Limited  Honorary Life President, Tai Ping Carpets International Limited (carpet manufacturing), 26th Floor, Tower A, Regent Centre, 63 Wo Yi Hop Road, Kwai Chung, Hong Kong
Simon MURRAY Suite 3601, Cheung Kong Center 2 Queen s Road Central Hong Kong	British	Independent Non-executive Director, Cheung Kong (Holdings) Limited  Chairman, General Enterprise Management Services Limited (investment fund), Suite 3601, Cheung Kong Center, 2 Queen s Road Central, Hong Kong  Independent Non-executive Director, Hutchison Whampoa Limited
WONG Yick-ming, Rosanna Room 906, Duke of Windsor Social Service Building 15 Hennessy Road Wanchai, Hong Kong	Hong Kong	Independent Non-executive Director, Cheung Kong (Holdings) Limited  Chairman, Education Commission of the Hong Kong Special Administrative Region  Executive Director, Hong Kong Federation of Youth Groups (charitable organization), Room 906, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong  Director, The Hongkong and Shanghai Banking Corporation Limited (banking), No. 1 Queen s Road Central, Hong Kong

SCHEDULE VII (continued)

Executive Officers and Directors of

Cheung Kong (Holdings) Limited

As of October 12, 2004

<u>Name and Business Address<sup>1b</sup></u>	<u>Citizenship</u>	<u>Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization</u>
KWAN Chiu Yin, Robert	British	Independent Non-executive Director, Cheung Kong (Holdings) Limited
26/F., Wing On Centre		Independent Non-executive Director, CK Life Sciences Int l., (Holdings) In <sup>9</sup> .
111 Connaught Road Central		Independent Non-executive Director, Pak Fah Yeow International Limited (manufacture and sale of Hoe Hin Brand of products, treasury and property investment, distribution of healthcare and household products), 7th Floor, Lippo Leighton Tower, 103, Leighton Road, Causeway Bay, Hong Kong
Hong Kong		Independent Non-executive Director, Melco International Development Limited (investment holding), Penthouse 38/F, The Centrium, 60 Wyndham Street, Central, Hong Kong
		Independent Non-executive Director, Shun Tak Holdings Limited (shipping, property, hotel, finance, restaurant and air transport), Penthouse, 39/F West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong

SCHEDULE VII (continued)

Executive Officers and Directors of

Cheung Kong (Holdings) Limited

As of October 12, 2004

Name and Business Address <sup>1b</sup>	Citizenship	Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization
Cheong Ying Chew, Henry	British	Independent Non-executive Director, Cheung Kong (Holdings) Limited
Suite 601, 6/F, Aon China Building, 29 Queen s Road Central, Hong Kong		Director, UOB Asia (Hong Kong) Limited (investment banking), Suite 601, 6/F, Aon China Building, 29 Queen s Road Central, Hong Kong
		Independent Non-executive Director, Cheung Kong Infrastructure Holdings Limited <sup>2</sup>
		Independent Non-executive Director, Excel Technology International Holdings Limited (investment holding), 5/F., 663 King s Road, North Point, Hong Kong
		Independent Non-executive Director, Forefront International Holdings Limited (trading of motor trucks, coaches and vehicles accessories, repair and maintenance and other motor vehicle related service and finance business, development of smart card system and investment holding), 1/F Forefront Cyber Centre, 9 Fui Sha Wai Lane, Tong Yan San Tsuen, Yuen Long, NT, Hong Kong
		Independent Non-executive Director, TOM Group Limited <sup>6</sup>
		Independent Non-executive Director, Hutchison Global Communications Holdings Limited <sup>10</sup>

Notes:-

- 1a. Unless otherwise indicated, the business address of each of the named persons is 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong.
- 1b. Unless otherwise indicated, the business address of each of the named persons is 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong.
2. The principal business address of Cheung Kong Infrastructure Holdings Limited is 12th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong. The principal business of Cheung Kong Infrastructure Holdings Limited is the development, investment and operation of infrastructure businesses in Hong Kong, the PRC and Australia.
3. The principal business address of Hongkong Electric Holdings Limited is 44 Kennedy Road, Hong Kong. The principal business of Hongkong Electric Holdings Limited is generation and supply of electricity.
4. The principal business address of Hutchison Telecommunications (Australia) Limited is Building A, 207 Pacific Highway, St. Leonards NSW 2065, Sydney, Australia. The principal business of Hutchison Telecommunications (Australia) Limited is telecommunications.
5. The principal business address of Partner Communications Company Ltd. is 8 Amal Street, Afeq Industrial Park, Rosh Ha'ayin 48103, Israel. The principal business of Partner Communications Company Ltd. is cellular mobile telephone services.
6. The principal business address of TOM Group Limited is 8/F., The Center, 99 Queen's Road Central, Hong Kong. The principal business of TOM Group Limited is the development of software and computer network systems and provision of related services, events production and the operation of an Internet portal delivering Internet infotainment, contents and services.
7. The principal business address of Husky Energy Inc. is 707-8th Avenue S.W., Box 6525 Station D, Calgary, Alberta, Canada, T2P 3G7. The principal business of Husky Energy Inc. is investment in oil and gas.
8. The principal business address of Hutchison Harbour Ring Limited is 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong. The principal business of Hutchison Harbour Ring Limited is the manufacturing and trading of toys, property investments and the Internet B2B businesses.
9. The principal business address of CK Life Sciences Int'l., (Holdings) Inc. is 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong. The principal business of CK Life Sciences Int'l., (Holdings) Inc. is investment holding, research

and development, commercialization, marketing and sale of biotechnology products.

10. The principal business address of Hutchison Global Communications Holdings Limited is 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong. The principal business of Hutchison Global Communications Holdings Limited is the provision of fixed telecommunications services and computer system integration services.
11. The principal business address of TOM Online Inc. is 48/F., The Center, 99 Queen's Road Central, Hong Kong. The principal business of TOM Online Inc. is the provision of value-added multimedia products and services, including wireless value-added services, online advertising and commercial enterprise solutions.
12. The business address of Hutchison Telecommunications International Limited is 18th Floor, Two Harbourfront, 22 Tak Fung Street, Hung Hom, Kowloon, Hong Kong. The principal business of Hutchison Telecommunications International Limited is the provision of mobile and fixed-line telecommunications services.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
1.	Instrument of Transfer dated June 18, 2004 between Colonial Nominees Limited and Advent Investments Pte. Limited with respect to filing of Schedule 13D.**
2.	Instrument of Transfer dated September 17, 2004 between Hutchison Telecommunications (Amsterdam) BV and Advent Investments Pte. Limited with respect to filing of Schedule 13D.***
3.	Instrument of Transfer dated September 17, 2004 between Advent Investments Pte. Limited and Hutchison Telecommunications International (Netherlands) BV with respect to filing of Schedule 13D.***
4.	Share pledge dated June 23, 2004 by and among Advent Investments Pte. Ltd. and Bank Leumi Le-Israel B.M. with respect to filing of Schedule 13D.**
5.	Relationship Agreement, dated as of October 10, 1999, by and among Advent Investments Pte Ltd, Matbit Telecommunication Systems Limited, Matav Investments Limited, Elbit.COM Limited and Tapuz Cellular Systems Limited Partnership.*
6.	Supplemental Agreement, dated as of April 24, 2001, by and among Matbit Telecommunication Systems Limited, Matav Investments Limited, Elbit.COM Limited, Advent Investments Pte Ltd, Hutchison Telecommunications (Amsterdam) BV and Matav-Cable Systems Media Limited.*
7.	Amendment Agreement to the Relationship Agreement entered into on April 24, 2002 between Matbit Telecommunications Systems Limited, Matav Investments Limited, Advent Investments Pte Ltd, Hutchison Telecommunications (Amsterdam) BV, Matav-Cable Systems Media Limited, Elbit.COM Limited, Eurocom Communications Limited, Polar Communications Limited and Tapuz Cellular Systems Limited.*
8.	Registration Rights Agreement, dated as of October 26, 1999, by and among Partner Communications Company Ltd., Advent Investments Pte Ltd, Matbit Telecommunication Systems Limited, Tapuz Cellular Systems Limited Partnership and Matav Investments Limited.*

- \* Previously filed with the Statement on Schedule 13D filed jointly by HWL, HTA, Advent, Colonial and Cheung Kong with the Securities and Exchange Commission on May 3, 2002 and incorporated by reference herein.
  
- \*\* Previously filed with the Amendment No.1 to the Registration Statement on Form F-1 (File No. 333-118783) filed by Hutchison Telecommunications International Limited with the Securities and Exchange Commission on September 20, 2004 and incorporated by reference herein.
  
- \*\*\* Previously filed with the Amendment No.2 to the Registration Statement on Form F-1 (File No. 333-118783) filed by Hutchison Telecommunications International Limited with the Securities and Exchange Commission on September 27, 2004 and incorporated by reference herein.