
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hutchison Global Communications Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Hutchison Global Communications Holdings Limited

和記環球電訊控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 757)

**CHANGE OF AUDITORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of Hutchison Global Communications Holdings Limited (the "Company") to be held at Harbour Plaza Room, Harbour Plaza North Point, 665 King's Road, North Point, Hong Kong on Friday, 17 December 2004 at 9:15 a.m. or any adjournment thereof to approve the matter referred to in this circular is set out on pages 4 and 5 of this circular. Whether or not you are able to attend the special general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company at 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the special general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the special general meeting and any adjournment thereof should you so wish.

* *For identification purposes only*

Hong Kong, 30 November 2004

LETTER FROM THE BOARD



Hutchison Global Communications Holdings Limited

和記環球電訊控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 757)

Executive Directors:

FOK Kin-ning, Canning (*Chairman*)

LAI Kai Ming, Dominic (*Deputy Chairman*)

*(Also as alternate to Fok Kin-ning, Canning
and Chan Wen Mee, May)*

CHOW WOO Mo Fong, Susan

Frank John SIXT

LUI Pok Man, Dennis

WONG King Fai, Peter (*Chief Executive Officer*)

KAN Ka Wing, Frankie (*Chief Financial Officer*)

CHAN Wen Mee, May *(Also as alternate to Lai Kai
Ming, Dominic and Chow Woo Mo Fong, Susan)*

LAM Hon Nam

Registered office:

Clarendon House

Church Street

Hamilton HM 11

Bermuda

Hong Kong principal office:

22nd Floor

Hutchison House

10 Harcourt Road

Hong Kong

Non-executive Directors:

Tuan LAM

YANG Paul Chunyao

(Alternate to Tuan Lam)

Independent Non-executive Directors:

CHENG Ming Fun, Paul

CHEONG Ying Chew, Henry

LAM Lee G.

30 November 2004

To the Shareholders

Dear Sir or Madam,

CHANGE OF AUDITORS

PROPOSED APPOINTMENT OF AUDITORS

On 23 November 2004, the board of directors (the “Board”) of Hutchison Global Communications Holdings Limited (the “Company”) announced that Messrs. Ernst & Young (“E&Y”) had resigned as the auditors of the Company with effect from 18 November 2004.

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LETTER FROM THE BOARD

Following the resignation of E&Y, the Board had resolved to propose to the shareholders of the Company (the "Shareholders") to appoint Messrs. PricewaterhouseCoopers ("PwC") as the new auditors of the Company to fill the casual vacancy arising from such resignation until the next annual general meeting of the Company.

E&Y have confirmed that there were no circumstances connected with their resignation which they considered should be brought to the attention of the Shareholders or creditors of the Company. The Board also confirmed that there were no circumstances in respect of the proposed change of auditors which it considered should be brought to the attention of the Shareholders. The Board expected the proposed change of the Company's auditors not to affect the audit and the release of annual results of the Company for the financial year ending 31 December 2004.

PwC have been the auditors of Hutchison Global Communications Investments Limited and its subsidiaries, which group was acquired by the Company in March 2004 and represents majority of the business and assets comprising, and of the revenue contribution to, the Company's consolidated financial position and results. PwC are also current auditors of Hutchison Whampoa Limited, which has since March 2004 become the ultimate holding company of the Company. Accordingly, the Board considered it would be in the interest of the Shareholders to appoint PwC as its new auditors upon E&Y's resignation.

SPECIAL GENERAL MEETING

Pursuant to Bye-law 157 of the Company's Bye-laws, a special general meeting will have to be convened to fill the said vacancy.

A notice convening the special general meeting ("SGM") is set out on pages 4 and 5 of this circular. An ordinary resolution will be proposed at the SGM to approve the appointment of PwC as the auditors of the Company. A form of proxy for use at the SGM is enclosed. Whether or not you intend to be present at the SGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company at 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for the holding of the SGM. Completion of the form of proxy and its return to the Company will not preclude you from attending, and voting at, the SGM or any adjournment thereof should you so wish.

PROCEDURES FOR DEMANDING A POLL

Pursuant to the Bye-law 66, a poll may be demanded in relation to any resolution put to the vote of the SGM before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll:

- (a) by the chairman of the meeting; or

LETTER FROM THE BOARD

- (b) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by any Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by any Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Shareholder or in the case of a Shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Shareholder.

RECOMMENDATION

The Board considers the appointment of PwC as the auditors of the Company to be in the interests of the Company and the Shareholders, and accordingly recommends you to vote in favour of the ordinary resolution to be proposed at the SGM or any adjournment thereof.

Yours faithfully,
By Order of the Board

Fok Kin-ning, Canning
Chairman

NOTICE OF SPECIAL GENERAL MEETING



Hutchison Global Communications Holdings Limited

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(incorporated in Bermuda with limited liability)

(Stock Code: 757)

NOTICE IS HEREBY GIVEN that a special general meeting of Hutchison Global Communications Holdings Limited (the “Company”) will be held at Harbour Plaza Room, Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong on Friday, 17 December 2004 at 9:15 a.m. (the “meeting”) for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution:

“**THAT** Messrs. PricewaterhouseCoopers, Certified Public Accountants, be and are hereby appointed as the auditors of the Company to fill the casual vacancy following the resignation of Messrs. Ernst & Young, Certified Public Accountants, and to hold office with immediate effect until the conclusion of the next annual general meeting of the Company and the board of directors of the Company be and is hereby authorised to fix their remuneration.”

By Order of the Board

Edith Shih

Company Secretary

Hong Kong, 30 November 2004

Notes:

1. *A form of proxy for use at the meeting (or any adjournment thereof) is enclosed with this notice of the meeting sent out to the members.*
2. *Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of that member. A proxy need not be a member. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), must be deposited at the principal place of business of the Company at 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting (as the case may be).*
3. *Completion and return of the form of proxy will not preclude members of the Company from attending and voting in person at the meeting (or any adjournment thereof) should they so wish. If a member who has lodged a form of proxy attends the meeting, his form of proxy will be deemed to have been revoked.*
4. *At the meeting, the chairman of the meeting will exercise his power under Bye-law 66 of the Bye-laws of the Company to put the above resolution to the vote by way of a poll.*

* *For identification purposes only*

NOTICE OF SPECIAL GENERAL MEETING

5. *Where there are joint registered holders of any share in the capital of the Company, any one of such joint holders may vote, either in person or by proxy, at the meeting, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.*

6. *The register of members of the Company will be closed from Wednesday, 15 December 2004 to Friday, 17 December 2004, both days inclusive, during which period no transfer of shares in the Company will be effected. In order to be entitled to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:00 p.m. on Tuesday, 14 December 2004.*