
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares and/or warrants in Hopewell Highway Infrastructure Limited (the "Company"), you should at once hand this circular with the form of proxy enclosed with the 2003 Annual Report of the Company to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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Hopewell Highway Infrastructure Limited

合和公路基建有限公司*

(Incorporated in the Cayman Islands with limited liability)

GENERAL MANDATES TO REPURCHASE SECURITIES

AND TO ISSUE SHARES

The notice convening an Annual General Meeting of the Company to be held at King Palace Chinese Restaurant, 7th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong on Tuesday, the 21st day of October, 2003 at 10:00 a.m. is enclosed with the 2003 Annual Report of the Company to be despatched to shareholders together with this circular. Shareholders are advised to read the notice and to complete and return the form of proxy enclosed with the 2003 Annual Report of the Company in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time for holding the meeting.

* For identification only



Hopewell Highway Infrastructure Limited

合和公路基建有限公司*

(Incorporated in the Cayman Islands with limited liability)

Directors:

Sir Gordon Ying Sheung WU KCMG, FICE*
(Chairman)

Mr. Eddie Ping Chang HO*
(Vice Chairman)

Mr. Thomas Jefferson WU*
(Managing Director)

Mr. Alan Chi Hung CHAN*
(Deputy Managing Director)

Mr. Leo Kwok Kee LEUNG*

Mr. Li Jia HUANG*

Mr. Cheng Hui JIA*

Mr. Christopher Shih Ming IP*

Mr. Philip Tsung Cheng FEI#

Mr. Lee Yick NAM#

Mr. Gordon YEN#

Mr. Kojiro NAKAHARA#

Registered office:

P.O. Box 309GT
Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands
British West Indies

Head Office and Principal

Place of Business:

Room 64-02
64th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

* Executive Directors

Independent Non-Executive Directors

23rd September, 2003

To the Shareholders and, for information only,
the warrant holders of the Company

Dear Sir or Madam,

GENERAL MANDATES TO REPURCHASE SECURITIES AND TO ISSUE SHARES

INTRODUCTION

Pursuant to resolutions in writing of the Sole Shareholder of the Company passed on 16th July, 2003, general mandates were given to the directors of the Company ("Directors") to exercise the powers of the Company to repurchase securities and to issue shares of HK\$0.10 each in the Company ("Shares") and such general mandates will lapse at the conclusion of the Annual General Meeting. Ordinary resolutions will therefore be proposed at the Annual General Meeting to approve new general mandates to repurchase securities and to issue Shares.

The purpose of this circular is to provide you with information regarding the proposed general mandates to repurchase securities and to issue Shares.

GENERAL MANDATE TO REPURCHASE SECURITIES

Your attention is drawn to ordinary resolution no. (1) set out in item 4 of the notice of Annual General Meeting. Such resolution will be proposed at the Annual General Meeting to give a general and unconditional mandate to the Directors to exercise the

* For identification only

GENERAL MANDATES TO REPURCHASE SECURITIES AND TO ISSUE SHARES

powers of the Company to repurchase at any time during the Relevant Period (as defined in ordinary resolution no. (1) set out in item 4 of the notice of Annual General Meeting), Shares up to the maximum of 10 per cent. of the issued share capital of the Company as at the date of the passing of ordinary resolution no. (1) and warrants of the Company (the "Warrants") up to the maximum of 10 per cent. of the amount of the subscription rights attaching to the Warrants outstanding as at the date of the passing of ordinary resolution no. (1) (the "Repurchase Mandate").

An explanatory statement, as required under the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") to provide the requisite information regarding the Repurchase Mandate is set out in the Appendix hereto.

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will also be proposed that the Directors be given a general and unconditional mandate to issue during the Relevant Period (as defined in ordinary resolution no. (2) set out in item 4 of the notice of Annual General Meeting) Shares representing up to 20 per cent. of the issued share capital of the Company as at the date of passing of ordinary resolution no. (2) (the "Issue Mandate") (i.e. not exceeding 576,007,621 Shares based on the issued share capital of the Company of 2,880,038,105 Shares as at 16th September, 2003 (the latest practicable date prior to the printing of this circular) (the "Latest Practicable Date") and assuming that such issued share capital remains the same at the date of passing the ordinary resolution no. (2)). In addition, an ordinary resolution (ordinary resolution no. (3) set out in item 4 of the notice of Annual General Meeting) will be proposed to extend the Issue Mandate which would increase the limit of the Issue Mandate by adding to it the number of Shares repurchased under the Repurchase Mandate.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting, which contains, amongst others, ordinary resolutions to approve the Repurchase Mandate, the Issue Mandate and the extension to the Issue Mandate together with the form of proxy for use at the Annual General Meeting are contained in the 2003 Annual Report. Shareholders are advised to read the notice and to complete and return the form of proxy for use at the Annual General Meeting enclosed with the 2003 Annual Report in accordance with the instructions printed thereon by no later than 10:00 a.m. Sunday, 19th October, 2003.

RECOMMENDATION

The Directors believe that the Repurchase Mandate, the Issue Mandate and the extension of the Issue Mandate are all in the best interest of the Company and its shareholders as a whole and accordingly the Directors recommend Shareholders to vote in favour of all such resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

Sir Gordon Ying Sheung WU KCMG, FICE
Chairman

This Appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide requisite information to Shareholders for their consideration of the proposal to permit the repurchase of Shares up to a maximum of 10 per cent. of the issued share capital of the Company as at the date of passing of ordinary resolution no. (1) and Warrants up to the maximum of 10% of the amount of the subscription rights attaching to the Warrants outstanding as at the date of the passing of ordinary resolution no. (1). For the purpose of this Appendix, the term “shares” shall be as defined in Rule 10.06(6)(c) to mean shares of all classes and securities which carry a right to subscribe or purchase shares.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,880,038,105 Shares. At the same time, there were outstanding Warrants carrying subscription rights up to HK\$365,731,319.58 in aggregate, equivalent to the aggregate subscription price for a total of 87,495,531 Shares on the basis of the current subscription price of HK\$4.18 per Share (subject to adjustment).

Subject to the passing of ordinary resolution no. (1) set out in item 4 of the notice of Annual General Meeting and on the basis that no further Shares are issued or repurchased and no Warrants are exercised or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 288,003,810 Shares and Warrants carrying subscription rights up to the limit of HK\$36,573,131.95.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interest of the Company and its shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares and/or Warrants in the market. Repurchases of Shares and/or Warrants will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and/or may lessen the dilution effect on exercise of the subscription rights attaching to any Warrants issued by the Company.

3. FUNDING OF REPURCHASE

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. Pursuant to the Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the articles of association of the Company and subject to the Companies Law of the Cayman Islands, out of capital and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the articles of association of the Company and subject to the Companies Law of the Cayman Islands, out of capital of the Company.

4. IMPACT OF REPURCHASE

There might be material adverse impact on the working capital or gearing levels of the Company (as compared with the position disclosed in the audited accounts contained in the 2003 Annual Report) in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares and the Warrants have traded on the Stock Exchange during the previous month since the listing of the Company on the Stock Exchange on 6th August, 2003 and up to the Latest Practicable Date were as follows:

	Shares		Warrants	
	Highest	Lowest	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>
August, 2003	4.075	3.800	1.000	0.680
September, 2003 (up to Latest Practicable Date)	4.375	3.850	1.240	0.730

6. UNDERTAKINGS AND DIRECTORS' DEALINGS AND CONNECTED PERSONS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases of securities of the Company pursuant to ordinary resolution no. (1) set out in item 4 of the notice of Annual General Meeting and in accordance with the Listing Rules, the Memorandum and Articles of Association of the Company and the applicable laws and regulations of the Cayman Islands.

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules), has any present intention to sell any Shares or Warrants to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares or Warrants to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of The Hong Kong Code on Takeovers and Mergers (the "Code"). As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Code), depending on the level of increase in the interest of the Shareholder(s) but subject to the latitude provided by the 2% creeper provision under Rule 26 of the Code, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, Hopewell Holdings Limited is beneficially interested in 2,160,000,000 Shares (representing approximately 74.999% of the total issued share capital of the Company as at the Latest Practicable Date).

In the event that the Directors exercise in full the power of repurchase Shares under the Repurchase Mandate, then, assuming the Warrants are not exercised and the present equity shareholdings remain the same, the equity interests of Hopewell Holdings Limited in the Company would be increased from 74.999% to approximately 83.332% of the total issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeover Code as a result of any repurchases made under the Repurchase Mandate. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the number of shares which are in the hands of the public falling below 25% of the total issued share capital of the Company.

8. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares or Warrants (whether on the Stock Exchange or otherwise) in the period since the listing of the Company on the Stock Exchange on 6th August, 2003 and up to the Latest Practicable Date.



Hopewell Highway Infrastructure Limited

合和公路基建有限公司*

(Incorporated in the Cayman Islands with limited liability)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of Hopewell Highway Infrastructure Limited (the "Company") will be held at King Palace Chinese Restaurant, 7th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong on Tuesday, the 21st day of October, 2003 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 30th June, 2003.
2. To re-elect Directors and fix the Directors' fees.
3. To re-appoint Auditors and authorise the Directors to fix their remuneration.
4. As special business to consider and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

Ordinary Resolutions

(1) "THAT:

(a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal value of securities of the Company repurchased by the Company pursuant to the approval granted in paragraph (a) above shall:

- (i) in the case of shares, not exceed ten per cent. of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of this Resolution; and
- (ii) in the case of warrants of the Company, not exceed ten per cent. of the total amount of subscription rights attaching to such warrants outstanding as at the date of the passing of this Resolution,

and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and

(c) for the purposes of this Resolution,

"Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors of the Company by this Resolution."

(2) "THAT:

(a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

- (c) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company, or (iii) an issue of shares upon the exercise of any subscription rights attaching to any warrants of the Company, or (iv) an issue of shares under any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend in accordance with the Articles of Association of the Company from time to time, or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed twenty per cent. of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution,
- “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors of the Company by this Resolution;
- “Rights Issue” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors of the Company to holders of shares of the Company on the register of members of the Company (or, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company.”
- (3) “**THAT** subject to the passing of the Resolution nos.(1) and (2) set out in item 4 of the notice convening this meeting, the general mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with unissued shares pursuant to Resolution no.(2) set out in item 4 of the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution no.(1) set out in item 4 of the notice convening this meeting, provided that such extended amount shall not exceed ten per cent. of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of this Resolution.”

By Order of the Board
Peter Yip Wah LEE
Secretary

Hong Kong, 8th September, 2003

Notes:

1. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint not more than two proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the head office and principal place of business of the Company at Room 64-02, 64th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be).
3. The registers of members and warrant holders of the Company will be closed from Thursday, 16th October, 2003 to Tuesday, 21st October, 2003, both days inclusive, during which period no transfer of shares will be effected and no transfer or exercise of warrants will be effected. In order to determine the identity of members who are entitled to attend and vote at the meeting, all transfers accompanied by the relevant share certificates or all completed subscription forms in relation to the exercise of the warrants accompanied by the appropriate subscription monies and the relevant warrant certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 15th October, 2003.
4. With regard to the resolutions referred to in item 4 of this notice, a circular in connection with the general mandates to repurchase securities and to issue shares will be despatched to the shareholders and, for information only, the warrant holders together with the 2003 Annual Report of the Company.

* For identification only



Hopewell Highway Infrastructure Limited

合和公路基建有限公司*

(Incorporated in the Cayman Islands with limited liability)

Form of proxy for use at the Annual General Meeting (or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of² _____
Ordinary Shares of HK\$0.10 each of the above-named Company, HEREBY APPOINT³ _____
_____ of _____
_____ or failing him _____
_____ of _____

or failing him, the Chairman of the meeting as my/our proxy, to act for me/us and on my/our behalf at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at King Palace Chinese Restaurant, 8th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong on Tuesday, the 21st day of October, 2003 at 10:00 a.m. and at such meeting (or at any adjournment thereof) in the event of a poll, to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given, as my/our proxy thinks fit.

	For ⁴	Against ⁴
1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 30th June, 2003.		
2. EITHER		
(1) To re-elect Sir Gordon Ying Sheung WU, Mr. Eddie Ping Chang HO, Mr. Leo Kwok Kee LEUNG, Mr. Li Jia HUANG, Mr. Cheng Hui JIA, Mr. Christopher Shih Ming IP, Mr. Philip Tsung Cheng FEI, Mr. Lee Yick NAM, Mr. Gordon YEN and Mr. Kojiro NAKAHARA as Directors.		
OR		
(2) (a) To re-elect Sir Gordon Ying Sheung WU as Director.		
(b) To re-elect Mr. Eddie Ping Chang HO as Director.		
(c) To re-elect Mr. Leo Kwok Kee LEUNG as Director.		
(d) To re-elect Mr. Li Jia HUANG as Director.		
(e) To re-elect Mr. Cheng Hui JIA as Director.		
(f) To re-elect Mr. Christopher Shih Ming IP as Director.		
(g) To re-elect Mr. Philip Tsung Cheng FEI as Director.		
(h) To re-elect Mr. Lee Yick NAM as Director.		
(i) To re-elect Mr. Gordon YEN as Director.		
(j) To re-elect Mr. Kojiro NAKAHARA as Director.		
(3) To fix the Directors' fees.		
3. To re-appoint Auditors and authorise the Directors to fix their remuneration.		
4. (1) To give a general mandate to the Directors to repurchase securities. (Ordinary Resolution No.(1) set out in item 4 of Notice of Annual General Meeting)		
(2) To give a general mandate to the Directors to issue shares. (Ordinary Resolution No.(2) set out in item 4 of Notice of Annual General Meeting)		
(3) To extend the general mandate to issue shares to cover the shares repurchased by the Company. (Ordinary Resolution No.(3) set out in item 4 of Notice of Annual General Meeting)		

Dated: _____ Signature⁵: _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of Ordinary Shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Ordinary Shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. If no name is inserted, the Chairman of the meeting will act as your proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the Notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- To be valid, this form, together with any power of attorney or other authority (if any) under which it is signed or a notorially certified copy of that power or authority, must be deposited at the head office and principal place of business of the Company at Room 64-02, 64th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be).
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Any alterations made in this form of proxy must be initialled by the person who signs it.

* For identification only