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**PCCW Limited**  
**電訊盈科有限公司**

**Trade Champion Limited**

*(Incorporated in the Cayman Islands with limited liability)*    *(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 0008)**

## **JOINT ANNOUNCEMENT**

### **VOLUNTARY CASH PARTIAL OFFER BY STANDARD CHARTERED BANK (HONG KONG) LIMITED ON BEHALF OF THE OFFEROR TO ACQUIRE 154,592,765 SHARES IN THE SHARE CAPITAL OF THE COMPANY FROM QUALIFYING SHAREHOLDERS**

#### **UNCONDITIONAL IN ALL RESPECTS**

Reference is made to (i) the joint announcement issued by the Offeror and the Company dated August 6, 2020 regarding the Partial Offer; (ii) the announcement issued by the Company dated August 12, 2020 in relation to the formation of the Independent Board Committee and the appointment of the independent financial adviser; (iii) the joint announcement issued by the Offeror and the Company dated August 26, 2020 in relation to the extension of time for despatch of the Composite Document; (iv) the joint announcement issued by the Offeror and the Company dated September 1, 2020 in relation to the despatch of the Composite Document; and (v) the composite document jointly issued by the Offeror and the Company dated September 2, 2020 (the “**Composite Document**”). Unless otherwise defined, capitalised terms used in this joint announcement have the same meanings as those defined in the Composite Document.

## **CONDITIONS OF THE PARTIAL OFFER**

As set out in the Composite Document, the Partial Offer is subject to the fulfilment of the following Conditions on or prior to the First Closing Date (unless the First Closing Date is extended in accordance with the Takeovers Code):

- (i) acceptances being received in respect of 154,592,765 Offer Shares for the Partial Offer; and
- (ii) approval of the Partial Offer pursuant to Rule 28.5 of the Takeovers Code by Qualifying Shareholders who are registered as Shareholders in the Register as at the First Closing Date holding over 50% of the Shares not held by the Offeror and parties acting, and presumed to be acting, in concert with it, signified by means of a separate tick box on the Form of Approval and Acceptance specifying the number of Shares in respect of which the Partial Offer is approved.

## **LEVEL OF ACCEPTANCES**

As at 4:00 p.m. on the date of this joint announcement, the Offeror has received valid acceptances of the Partial Offer in respect of 1,288,404,061 Shares, representing approximately 23.52% of the total number of Shares held by Qualifying Shareholders and approximately 16.67% of the total number of Shares in issue, in each case as at the date of this joint announcement.

## **LEVEL OF APPROVAL**

As at 4:00 p.m. on the date of this joint announcement, the Partial Offer has been approved by Qualifying Shareholders (including by China Unicom BVI under the Irrevocable Undertaking) holding 3,105,863,212 Shares, representing approximately 56.70% of the total number of Shares held by Qualifying Shareholders and approximately 40.18% of the total number of Shares in issue, in each case as at the date of this joint announcement.

## **UNCONDITIONAL IN ALL RESPECTS**

The Offeror and the Company are pleased to announce that as at the date of this joint announcement, all the Conditions have been fulfilled and the Partial Offer has, therefore, become unconditional in all respects.

## **BASIS OF THE PRO RATA ENTITLEMENT OF ACCEPTING SHAREHOLDERS**

Pursuant to the terms of the Partial Offer, the Offeror will take up 154,592,765 Shares in aggregate at the Offer Price of HK\$5.20 for each Offer Share. In accordance with the formula set out on page I-1 of the Composite Document, the total number of Shares to be taken up by the Offeror from each Accepting Shareholder will be determined by the total number of Offer Shares tendered for acceptance in accordance with the following formula:

$$\frac{A}{B} \times C$$

- A = 154,592,765 Shares, being the total number of Shares for which the Partial Offer is made
- B = the total number of Shares tendered by all Qualifying Shareholders under the Partial Offer
- C = the number of Shares tendered by the relevant individual Qualifying Shareholder under the Partial Offer

As a total of more than 154,592,765 Shares were tendered for acceptance by the Qualifying Shareholders, if a Qualifying Shareholder tenders all his/her/its Shares for acceptance under the Partial Offer, not all of such Shares will be taken up. Fractions of Shares will not be taken up under the Partial Offer and, accordingly, the number of Shares that the Offeror will take up from each Qualifying Shareholder in accordance with the above formula will be rounded up or down to the nearest whole number at the discretion of the Offeror.

## **FINAL CLOSING DATE**

The Partial Offer will remain open for acceptance for 14 days after the date of this joint announcement (being the First Closing Date) until Monday, October 19, 2020 (being the Final Closing Date) in accordance with the Takeovers Code, but cannot be further extended. Therefore, the latest time and date for the acceptance of the Partial Offer will be 4:00 p.m. on the Final Closing Date and acceptances of the Partial Offer received after 4:00 p.m. on the Final Closing Date will be rejected.

A further announcement on the results of the Partial Offer will be made on Monday, October 19, 2020 in accordance with Rule 19.1 and Note 7 to Rule 19 of the Takeovers Code.

## **INTERESTS OF THE OFFEROR AND PARTIES ACTING AND PRESUMED TO BE ACTING IN CONCERT WITH IT IN THE SHARES**

Immediately before the commencement of the Offer Period, the Offeror and parties acting, and presumed to be acting, in concert with it were interested in an aggregate of 2,251,901,526 Shares (representing approximately 29.13% of the total number of Shares in issue as at the date of the Announcement).

Upon the close of the Partial Offer, the Offeror will acquire and become the owner of 154,592,765 Shares, representing approximately 2.00% of the issued Shares as at the date of this joint announcement, and the Offeror and parties acting, and presumed to be acting, in concert with it will be interested in an aggregate of 2,395,672,758 Shares, representing approximately 30.99% of the total number of Shares in issue as at the date of this joint announcement (as disclosed in the Composite Document, the Directors who are presumed to be acting in concert with the Offeror (the entire issued share capital of which is indirectly held by the Principal) in respect of the Partial Offer by virtue of class (6) of the definition of “acting in concert” will no longer be presumed to be acting in concert with it following the completion of the Partial Offer, and accordingly their shareholdings are not included in the aggregate shareholding of the Offeror and parties acting, and presumed to be acting, in concert with it immediately upon completion of the Partial Offer).

Save for the Shares to be acquired under the Partial Offer, none of the Offeror or parties acting, or presumed to be acting, in concert with it acquired or agreed to acquire any Shares or rights over Shares during the Offer Period and up to the date of this joint announcement. None of the Offeror or parties acting, or presumed to be acting, in concert with it borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company, save for any borrowed Shares which have been either on-lent or sold, during the Offer Period and up to the date of this joint announcement.

Notwithstanding that connected exempt principal traders within SCB group are not parties acting in concert with the Offeror, Shares owned by connected exempt principal traders within SCB group (other than those Shares held by such connected exempt principal traders as a custodian for and on behalf of non-discretionary clients who are not concert parties of the Offeror or the Company (to the extent that the relevant exempt principal traders are aware, having made reasonable enquiries) and over which such exempt principal traders have no voting discretion) were required not to:

- (i) be assented, and were not assented to the Partial Offer until the Partial Offer becomes or is declared unconditional as to acceptance in accordance with the requirements of Rule 35.3 of the Takeovers Code; and
- (ii) approve, and did not approve the Partial Offer in accordance with the requirements of Rule 35.4 of the Takeovers Code.

**WARNING: Pursuant to the Takeovers Code, the Composite Document has been jointly issued by the Offeror and the Company with the inclusion of the views of the Board and the Independent Board Committee on the Partial Offer, and the letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Partial Offer. Qualifying Shareholders are advised to read the Composite Document carefully when considering the approval and acceptance of the Partial Offer.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

By Order of the Sole Director of  
**Trade Champion Limited**  
**Fung Jenny Wai Ling**  
*Director*

By Order of the Board of  
**PCCW Limited**  
**Bernadette M. Lomas**  
*Group General Counsel and Company Secretary*

Hong Kong, October 5, 2020

*As at the date of this announcement, the Directors are as follows:*

***Executive Directors***

*Li Tzar Kai, Richard (Chairman); Srinivas Bangalore Gangaiah (aka BG Srinivas) (Group Managing Director); Hui Hon Hing, Susanna (Group Chief Financial Officer) and Lee Chi Hong, Robert*

***Non-Executive Directors***

*Tse Sze Wing, Edmund, GBS; Li Fushen (Deputy Chairman); Mai Yanzhou; Zhu Keping and Wei Zhe, David*

***Independent Non-Executive Directors***

*Aman Mehta; Frances Waikwun Wong; Bryce Wayne Lee; Lars Eric Nils Rodert; David Christopher Chance and David Lawrence Herzog*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement relating to the Group and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, the sole director of the Offeror is Fung Jenny Wai Ling.*

*The sole director of the Offeror accepts full responsibility for the accuracy of information contained in this announcement (other than the information relating to the Group) and confirms, having made all reasonable inquiries, that to the best of her knowledge, opinions expressed in this announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*The Principal accepts full responsibility for the accuracy of information contained in this announcement (including, in his capacity as a Director, the information relating to the Group) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this announcement (including those expressed by him in his capacity as a Director) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*