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HKT Trust

(a trust constituted on 7 November 2011 under the laws of Hong Kong and managed by HKT Management Limited)

and

HKT Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 6823)

CONTINUING CONNECTED TRANSACTIONS WITH THE PCCW GROUP

Reference is made to the announcements made by the Trustee-Manager and the Company on 18 July 2019 and 30 September 2020 in relation to the Continuing Connected Transactions between the HKT Limited Group and the PCCW Group.

It is anticipated that certain existing Continuing Connected Transactions with the PCCW Group will continue beyond 31 December 2022. The Directors propose to renew these Continuing Connected Transactions with New Annual Caps as disclosed in this announcement for the three years ending 31 December 2025 by entering into the Renewal Agreements.

PCCW is the controlling holder of the Share Stapled Units. Accordingly, the PCCW Group is a connected person of the HKT Trust and the Company under the Listing Rules. As the applicable percentage ratios (as defined in the Listing Rules) in respect of the Annual Caps, in each case (or on an aggregated basis as described in this announcement), of the continuing connected transactions, which are categorised according to the providers of the relevant service, exceed 0.1% but are less than 5%, the continuing connected transactions under the Renewal Agreements as disclosed in this announcement are subject to the reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

BACKGROUND

Reference is made to the announcements made by the Trustee-Manager and the Company on 18 July 2019 and 30 September 2020 in relation to Continuing Connected Transactions between the HKT Limited Group and the PCCW Group for the three years ending 31 December 2022.

It is anticipated that certain existing Continuing Connected Transactions with the PCCW Group will continue beyond 31 December 2022. The Directors propose to renew these Continuing Connected Transactions with New Annual Caps as disclosed in this announcement for the three years ending 31 December 2025 by entering into the Renewal Agreements.

PRINCIPAL TERMS OF THE RENEWAL AGREEMENTS

Products and services and floor space supplied by the HKT Limited Group to the Media Group

(1) Provision of carriage services

Date of existing agreement	:	18 July 2019
Parties	:	(a) HK Telecom and (b) PCCW Media Holdings
Current term	:	1 January 2020 to 31 December 2022
Date of Renewal Agreement	:	23 December 2022
Renewal term	:	1 January 2023 to 31 December 2025

On 18 July 2019, HK Telecom and PCCW Media entered into a carriage services agreement, for a term of three years from 1 January 2020 to 31 December 2022, pursuant to which HK Telecom agreed to provide or procure the provision of carriage services to the Media Group to facilitate the Media Group's delivery of its pay-TV, free TV, over-the-top ("OTT") services and other services to its customers. On 30 September 2020, the rights and obligations of PCCW Media under the carriage services agreement were novated to PCCW Media Holdings.

On 23 December 2022, a renewal agreement was entered into to renew the transactions on substantially the same terms as the existing agreement, for a term of three years ending 31 December 2025.

The New Annual Caps for 2023 to 2025 are decreased compared to the Annual Cap for 2022, and were determined based on the historical transaction amounts and the anticipated demand for carriage services of the Media Group's business.

Details of the historical transaction amounts and the New Annual Caps for 2023 to 2025 are set out in the paragraph "Historical Transaction Amounts and Annual Caps" of this announcement below.

The annual service fee has been determined on the basis of marginal cost charging. Under this mechanism, the incremental costs (i.e. incremental to the 'sunk' historic cost of the HKT Limited Group's existing network) of the various services needed to deliver the overall carriage service have been determined, in some cases, on the basis of comparing transaction charges with those of broadly comparable independent companies and, in other cases, on a cost-plus basis with a cost-plus percentage of initially around 5%, subject to the review of the parties from time to time.

The agreement provides that the Media Group is entitled to enjoy the benefit of enhancements to the network, as made by the HKT Limited Group. Any addition in capacity or enhancement in network agreed by the Media Group, as might arise out of a proposed annual review process, would result in an increase in the annual service fee. The amount of the fee increase would depend upon the relevant aspect of the carriage service requiring to be enhanced. Thus, an increase in line or channel transmission capacity or enhancement in network would require the Media Group to contribute to the additional expenditure required; whereas a requested increase in field services would be calculated

on a cost-plus basis with a cost-plus percentage of initially around 5%, subject to the review of the parties from time to time.

In a similar vein, the agreement provides that the Media Group is entitled, out of the annual review process, to call for a capacity reduction. However, no reduction is allowed for lines and/or channel transmission capacity. In this context, the annual service fee would be reduced to the extent that the relevant component of the service necessary to deliver the reduction was, in essence, a ‘manpower’ issue or one otherwise specifically identifiable to the Media Group’s reduced needs (e.g. as to the budgeting of access into and exit from the HKT Limited Group network, so called server end links/local connectivity links). However, to the extent that the Media Group were to underutilise its agreed number of lines or channel capacity, the related element of the annual service fee would not be reduced.

The annual service fee is calculated based on the number of internet protocol multicast enabled broadband access lines installed for a maximum agreed capacity of up to 1.1 million lines. In cases where the capacity installed exceeds the maximum agreed capacity or if there is network enhancement, the Media Group is required to pay additional fees to reimburse HK Telecom for any incremental capital and/or other expenditure required to build the additional lines requested or for the enhanced services resulted from the upgraded work at a pre-agreed required rate of return on investment referencing the weighted average cost of capital of the HKT Limited Group plus a fixed annual maintenance charge determined on cost basis.

(2) Provision of marketing and sales services

Date of existing agreement	: 18 July 2019
Parties	: (a) HK Telecom and (b) PCCW Media Holdings
Current term	: 1 January 2020 to 31 December 2022
Date of Renewal Agreement	: 23 December 2022
Renewal term	: 1 January 2023 to 31 December 2025

On 18 July 2019, HK Telecom and PCCW Media entered into a marketing and sales services agreement, for a term of three years from 1 January 2020 to 31 December 2022, pursuant to which HK Telecom agreed to market and sell the Media Group’s products and services through the HKT Limited Group’s direct marketing staff, front-line (i.e. on the street) sales teams, online shopping platform, shops and via its call centres; and to provide a unified call-centre support service. On 30 September 2020, the rights and obligations of PCCW Media under the marketing and sales services agreement were novated to PCCW Media Holdings.

Although the Media Group has its own dedicated sales team, the marketing and sale of the Media Group’s products and services by the HKT Limited Group’s sales team and the provision of a unified call-centre support service, are seen by both parties as important in providing a one-stop shop to both groups’ customers. Hence, there is a reciprocal marketing and sales services agreement as referred to in paragraph (8) below, on like terms, governing sales by the Media Group’s dedicated sales staff of the HKT Limited Group’s products and services.

On 23 December 2022, a renewal agreement was entered into to renew the transactions on

substantially the same terms as the existing agreement for a term of three years ending 31 December 2025.

The New Annual Caps for 2023 to 2025 are materially the same as the Annual Cap for 2022, and were determined based on the historical transaction amounts and new marketing initiatives such as free TV services of HKTVE and OTT services of the Media Group.

Details of the historical transaction amounts and the New Annual Caps for 2023 to 2025 are set out in the paragraph “Historical Transaction Amounts and Annual Caps” of this announcement below.

The fees payable by the Media Group to the HKT Limited Group mainly include (i) the sales commission (i.e. the commission that the HKT Limited Group earns from the successful sale of the Media Group’s products or services) at a market rate, based on attaining certain service levels and sales targets, as agreed annually in advance, which is capable of being benchmarked against the commissions offered by external independent sales agents; and (ii) fees charged on a cost plus basis in relation to call centre inbound and outbound telephone calls and customer and technical service calls made by the HKT Limited Group.

Pursuant to the marketing and sales services agreement between HK Telecom and the Media Group, the following service fees are chargeable and calculated:

- (a) direct marketing and front-line sales team services are charged based on the number of sales orders achieved with certain pre-agreed price plan levels, at a market rate per order which is benchmarked against the commissions offered by external independent sales agents;
- (b) sales via retail shops or online shopping platforms are charged on a revenue-sharing basis, based on the total contract revenues cross-sold during the year; and
- (c) the unified call-centre support service is charged at a range of monthly rates determined by reference to rates which would have been charged for independent third party customers.

(3) Provision of internal (specialist telecom) services

Date of existing agreement	: 18 July 2019
Parties	: (a) HK Telecom and (b) PCCW Media Holdings
Current term	: 1 January 2020 to 31 December 2022
Date of Renewal Agreement	: 23 December 2022
Renewal term	: 1 January 2023 to 31 December 2025

On 18 July 2019, HK Telecom and PCCW Media entered into an internal services agreement, for a term of three years from 1 January 2020 to 31 December 2022, pursuant to which HK Telecom agreed to procure that relevant members of the HKT Limited Group provide to the Media Group a range of specialised support services that are integral to the operation of the Media Group’s business. On 30 September 2020, the rights and obligations of PCCW Media under the internal services agreement were novated to PCCW Media Holdings.

In summary, the services principally comprise:

- the provision of international private leased circuit (“IPLC”);
- maintenance services in respect of the Media Group’s PABX (telephone) and other technological office systems;
- the provision of business, mobile, data and fax lines, and related equipment and products;
- the provision of broadband lines;
- the provision of development services for the Media Group’s products and services; and
- the provision of other internal services of the HKT Limited Group.

On 23 December 2022, a renewal agreement was entered into to renew the transactions on substantially the same terms as the existing agreement for a term of three years ending 31 December 2025.

The New Annual Caps for 2023 to 2025 are decreased compared to the Annual Cap for 2022 and were determined based on the historical transaction amounts, the estimated level of services required by the Media Group and the staff and resources requirements for the services.

Details of the historical transaction amounts and the New Annual Caps for 2023 to 2025 are set out in the paragraph “Historical Transaction Amounts and Annual Caps” of this announcement below.

The charges for these services are typically calculated based on the actual service usage (e.g. number of IPLCs rented from the HKT Limited Group, number of broadband lines used, number of technological office systems in place), charged at market rate determined by reference to rates which would have been charged to independent third party customers. The application development services and other internal services are charged at market rate or on a cost-plus basis.

(4) Provision of customer premises equipment (CPE) solutions, cloud and networking services

Date of existing agreement	: 18 July 2019
Parties	: (a) HK Telecom and (b) PCCW Media Holdings
Current term	: 1 January 2020 to 31 December 2022
Date of Renewal Agreement	: 23 December 2022
Renewal term	: 1 January 2023 to 31 December 2025

On 18 July 2019, HK Telecom and PCCW Media entered into a customer premises equipment (CPE), cloud and networking services agreement, for a term of three years from 1 January 2020 to 31 December 2022, pursuant to which HK Telecom agreed to provide customer premises equipment and solutions, cloud, network connectivity relocation and

set-up and other related services to Media Group so as to meet demand from the Media Group for its plan of ongoing infrastructure upgrade and expansion. This covered PCCW Media's office relocation project that required set-up of relevant equipment and facilities, provision of new fixed and broadband lines and IT infrastructure set-up (inclusive of cable networks and security systems) by the HKT Limited Group. On 30 September 2020, the rights and obligations of PCCW Media under the customer premises equipment (CPE), cloud and networking services agreement were novated to PCCW Media Holdings.

On 23 December 2022, a renewal agreement was entered into to renew the transactions on substantially the same terms as the existing agreement for a term of three years ending 31 December 2025.

The New Annual Caps for 2023 to 2025 are the same as the Annual Cap for 2022, and were determined based on the historical transaction amounts, the anticipated level of services required by the Media Group and the staff and resources requirements for the services.

Details of the historical transaction amounts and the New Annual Caps for 2023 to 2025 are set out in the paragraph "Historical Transaction Amounts and Annual Caps" of this announcement below.

The services are charged at market rate determined by reference to rates which would have been charged to independent third party customers.

(5) Licensed access to floor space

- (a)
- | | |
|----------------------------|--|
| Date of existing agreement | : 18 July 2019 |
| Parties | : (a) HKTC and (b) PCCW Media Holdings |
| Current term | : 1 January 2020 to 31 December 2022 |
| Date of Renewal Agreement | : 23 December 2022 |
| Renewal term | : 1 January 2023 to 31 December 2025 |

Under a licence agreement dated 18 July 2019, PCCW Media was afforded certain limited access rights to floor space for it and members of the Media Group at a number of the HKTC's Premises, for a term of three years from 1 January 2020 to 31 December 2022. On 30 September 2020, the rights and obligations of PCCW Media under the licence agreement were novated to PCCW Media Holdings. Pursuant to a licence agreement signed between HK Telecom and HKTC, HKTC granted to HK Telecom a licence to, among other things, install, store, operate and maintain equipment, machinery, chattels and installations at HKTC's Premises.

HKTC continues to meet and defray all costs, expenses and outgoings of the HKTC's Premises but HK Telecom is responsible for reimbursing HKTC the outgoings on a periodic basis. HKTC is also required to pay the amount of any income or profit received or to be received by HKTC to HK Telecom in respect of the HKTC's Premises. Accordingly, the licence fees paid by the Media Group are passed on by HKTC to HK Telecom pursuant to the aforesaid arrangement. In effect, therefore, these licensing arrangements are akin to direct arrangements between HK Telecom and the Media Group.

On 23 December 2022, a renewal agreement was entered into to renew the licence agreement between HKTC and PCCW Media Holdings on substantially the same terms as the existing agreement for a term of three years ending 31 December 2025.

The licence and related fees are charged based on the area occupied by the Media Group at HKTC's Premises, at monthly rates per square foot which were determined by reference to market rates.

(b)

Date of existing agreement	:	30 September 2020
Parties	:	(a) PCCW Media and (b) PCCW Media Holdings
Current term	:	30 September 2020 to 31 December 2022
Date of Renewal Agreement	:	23 December 2022
Renewal term	:	1 January 2023 to 31 December 2025

Under a licence agreement dated 30 September 2020, PCCW Media agreed to grant to members of the Media Group certain limited rights of access to and use of certain floor space for a term from 30 September 2020 to 31 December 2022. The licence and related fees are charged based on the area used by the Media Group and, if applicable, in proportion to the total floor space leased by PCCW Media on a pro-rata basis at market rate.

On 23 December 2022, a renewal agreement was entered into to renew the licence agreement between PCCW Media and PCCW Media Holdings on substantially the same terms as the existing agreement for a term of three years ending 31 December 2025.

Nature of the transactions under this licence agreement is similar to the transactions under the licence agreement referred to in paragraph 5(a) above. In view of such similarity, the transaction amounts (including the licence and related fees received) under both licence agreements are aggregated for the purpose of compliance with the applicable requirements under Chapter 14A of the Listing Rules with Annual Caps set out in the paragraph "Historical Transaction Amounts and Annual Caps" of this announcement below.

The New Annual Caps for 2023 to 2025 on an aggregated basis for the two licences referred to in paragraphs 5(a) and 5(b) above are decreased compared to the Annual Cap for 2022 on an aggregate basis, and were determined based on historical transaction amounts and anticipated need for floor space.

Details of the historical transaction amounts and the New Annual Caps for 2023 to 2025 on an aggregated basis for the two licence agreements referred to in paragraphs 5(a) and 5(b) above are set out in the paragraph "Historical Transaction Amounts and Annual Caps" of this announcement below.

(6) Content provision arrangements

Date of existing agreement	:	30 September 2020
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Parties : (a) PCCW Media and (b) PCCW Media Holdings
Current term : 30 September 2020 to 31 December 2022
Date of Renewal Agreement : 23 December 2022
Renewal term : 1 January 2023 to 31 December 2025

On 30 September 2020, PCCW Media and PCCW Media Holdings entered into a media content services agreement for a term from 30 September 2020 to 31 December 2022, pursuant to which PCCW Media agreed to provide or procure the provision of media content supply, management, production and production support services to the Media Group for distribution through its various platforms, and media event production, management, consultancy and related services. This is a reciprocal arrangement to the media content services agreement described in paragraph (9) below, under which the Media Group provides media content services to the HKT Limited Group.

On 23 December 2022, a renewal agreement was entered into to renew the existing agreement on substantially the same terms for a term of three years ending 31 December 2025.

The New Annual Caps for 2023 to 2025 are increased compared to the Annual Cap for 2022, and were determined based on the historical transaction amounts for similar content services provided by PCCW Media to the Media Group, and the anticipated growth in demand for such content services for the three years ending 31 December 2025.

Details of the historical transaction amounts and the New Annual Caps for 2023 to 2025 are set out in the paragraph “Historical Transaction Amounts and Annual Caps” of this announcement below.

Under this media content services agreement, the HKT Limited Group supplies various categories of content to the Media Group for distribution through its various platforms, and recharges the Media Group at market rate which is to be ascertained with reference to the rate which the HKT Limited Group normally charges unconnected parties for comparable services and products or in lack of which, the rate which other unconnected suppliers would charge for comparable services and products.

Products and services supplied by the Media Group to the HKT Limited Group

(7) Provision of service and product packaging

Date of existing agreement : 18 July 2019
Parties : (a) HK Telecom and (b) PCCW Media Holdings
Current term : 1 January 2020 to 31 December 2022
Date of Renewal Agreement : 23 December 2022
Renewal term : 1 January 2023 to 31 December 2025

On 18 July 2019, HK Telecom and PCCW Media entered into a service and product packaging agreement. The agreement comprises two aspects:

- a mutual commitment to package the HKT Limited Group’s products and services and the Media Group’s products and services from time to time, from which results a dynamic and ongoing series of promotional packages; and
- a commitment by the Media Group to provide the HKT Limited Group and/or the customers of the HKT Limited Group with certain services and products, the composition of which is agreed between the parties from time to time, including without limitation the supply of OTT/music-streaming passes, merchandises and concert tickets and provision of user access to and connectivity services in respect of various materials via the Media Group’s medium.

On 30 September 2020, the rights and obligations of PCCW Media under the service and product packaging agreement were novated to PCCW Media Holdings.

On 23 December 2022, a renewal agreement was entered into to renew the transactions on substantially the same terms as the existing agreement, for a term of three years ending 31 December 2025.

The New Annual Caps for 2023 to 2025 are decreased compared to the Annual Cap for 2022, and were determined based on the historical transaction amounts and the anticipated volume of the Media Group’s and the HKT Limited Group’s business activities.

Details of the historical transaction amounts and the New Annual Caps for 2023 to 2025 are set out in the paragraph “Historical Transaction Amounts and Annual Caps” of this announcement below.

The prices at which the services to be provided by the Media Group to the HKT Limited Group pursuant to this agreement are to be determined by reference to prevailing market prices and other relevant factors.

(8) Provision of marketing and sales services

Date of existing agreement	: 18 July 2019
Parties	: (a) HK Telecom and (b) PCCW Media Holdings
Current term	: 1 January 2020 to 31 December 2022
Date of Renewal Agreement	: 23 December 2022
Renewal term	: 1 January 2023 to 31 December 2025

On 18 July 2019, HK Telecom and PCCW Media entered into a marketing and sales services agreement, for a term of three years from 1 January 2020 to 31 December 2022. This agreement represents the reciprocal arrangement to the provision of marketing and sales services by the HKT Limited Group described in paragraph (2) above. On 30 September 2020, the rights and obligations of PCCW Media under the marketing and sales services agreement were novated to PCCW Media Holdings. By this agreement, PCCW Media Holdings agrees to procure that relevant members of the Media Group will market the products and services of the HKT Limited Group.

On 23 December 2022, a renewal agreement was entered into to renew the transactions on substantially the same terms as the existing agreement for a term of three years ending 31 December 2025.

The New Annual Cap for 2023 is decreased, and the New Annual Caps for 2024 and 2025 are increased, compared to the Annual Cap for 2022, and were determined based on the historical transaction amounts, the anticipated volume of the Media Group's and the HKT Limited Group's business activities and the effect of inflation.

Details of the historical transaction amounts and the New Annual Caps for 2023 to 2025 are set out in the paragraph "Historical Transaction Amounts and Annual Caps" of this announcement below.

The fees payable by HK Telecom to the Media Group include, for example, sales commission (i.e. the commission that the Media Group earns from the successful sale of the HKT Limited Group's products or services) at a market rate, based on attaining certain service levels and sales targets, as agreed annually in advance, which is capable of being benchmarked against the commissions offered by external independent sales agents, and fees paid by the HKT Limited Group for advertisements, programmes or activities on the various media platforms of the Media Group for promoting products and services of the HKT Limited Group.

(9) Content provision arrangements

Date of existing agreement	: 18 July 2019
Parties	: (a) HK Telecom and (b) PCCW Media Holdings
Current term	: 1 January 2020 to 31 December 2022
Date of Renewal Agreement	: 23 December 2022
Renewal term	: 1 January 2023 to 31 December 2025

On 18 July 2019, HK Telecom and PCCW Media entered into a media content services agreement, for a term of three years from 1 January 2020 to 31 December 2022. On 30 September 2020, the rights and obligations of PCCW Media under the media content services agreement were novated to PCCW Media Holdings. Under the agreement, PCCW Media Holdings has a first right of supply and agreed to supply, procure the supply of or provide content management, production and production support services to the HKT Limited Group for distribution through its various platforms including Now TV, **eye** (HKT Limited Group's smart communications services) and mobile platforms or other platforms.

On 23 December 2022, a renewal agreement was entered into to renew the transactions on substantially the same terms as the existing agreement for a term of three years ending 31 December 2025.

The New Annual Caps for 2023 and 2024 are decreased, and Annual Cap for 2025 is increased, compared to the Annual Cap for 2022, and were determined based on the historical transaction amounts, the anticipated volume of the Media Group's and the HKT Limited Group's business activities and the effect of inflation.

Details of the historical transaction amounts and the New Annual Caps for 2023 to 2025 are set out in the paragraph “Historical Transaction Amounts and Annual Caps” of this announcement below.

The Media Group supplies or procures the supply of various categories of content, and provides related content management, production and production support services to the HKT Limited Group for distribution through the various platforms, so that the HKT Limited Group can offer the same to its customers. The content comprises:

- self-produced content by the Media Group;
- third- party produced content for which the Media Group has multiplatform distribution rights;
- third- party produced content for which the Media Group applies for specific distribution rights for the various platforms;
- MOOV music, music video content services for distribution on the various platforms;
- Viu and/or other video content services for distribution on the various platforms;
- content management, production and production support services for distribution on the various platforms;
- media event production, management, consultancy and other related services; and
- other content and content related services as the HKT Limited Group and the Media Group may agree from time to time.

The Media Group supplies various categories of content to the HKT Limited Group for distribution through its various platforms, and recharges the HKT Limited Group based on the actual content and content production costs incurred for the content supplied, at a cost-sharing ratio with reference to the proportion of the number of subscribers with content-viewing rights on the various platforms over total Media Group’s subscriber base.

Services and floor space supplied by the HKT Limited Group to the Solutions Group

(10) Provision of telecommunications services and other miscellaneous services

Date of existing agreement	: 18 July 2019
Parties	: (a) HK Telecom and (b) PCCW Solutions
Current term	: 1 January 2020 to 31 December 2022
Date of Renewal Agreement	: 23 December 2022
Renewal term	: 1 January 2023 to 31 December 2025

On 18 July 2019, HK Telecom and PCCW Solutions entered into a telecommunications services and other miscellaneous services agreement, for a term of three years from 1 January 2020 to 31 December 2022, whereby HK Telecom and its specified affiliates in

the HKT Limited Group agreed to provide certain agreed telecommunications and other miscellaneous services to the Solutions Group on normal commercial terms.

On 23 December 2022, a renewal agreement was entered into to renew the transactions on substantially the same terms as the existing agreement for a term of three years ending 31 December 2025.

The New Annual Caps for 2023 to 2025 are increased compared to the Annual Cap for 2022 taking into consideration the anticipated volume of the Solutions Group's business activities and the effect of inflation.

Details of the historical transaction amounts and the New Annual Caps for 2023 to 2025 are set out in the paragraph "Historical Transaction Amounts and Annual Caps" of this announcement below.

Under this telecommunications services and other miscellaneous services agreement, HKT Limited Group agreed to provide services, support services and equipment to Solutions Group according to normal commercial terms.

The HKT Limited Group being the backbone of the Solutions Group provides services that include telephone services (fixed line and mobile services), connectivity services including broadband, datapak, IPLCs, asynchronous transfer mode and network services, to support the Solutions Group's daily operations and to ensure the smooth running of the business for its clients. The connectivity services are charged at a monthly rate determined by reference to usage and service duration as well as the market rate charged for similar third party customers. The HKT Limited Group also provides other support services and equipment to Solutions Group. These transactions are charged at market rate or on a cost-plus basis.

(11) Licensed access to floor space

Date of existing agreement	: 18 July 2019
Parties	: (a) HKTC and (b) PCCW Solutions
Current term	: 1 January 2020 to 31 December 2022
Date of Renewal Agreement	: 23 December 2022
Renewal term	: 1 January 2023 to 31 December 2025

On 18 July 2019, HK Telecom and PCCW Solutions entered into a licence agreement under which PCCW Solutions was afforded certain limited access rights to floor space for it and members of the Solutions Group at a number of HKTC's Premises, for a term of three years from 1 January 2020 to 31 December 2022. Pursuant to a licence agreement signed between HK Telecom and HKTC, HKTC granted to HK Telecom a licence to, among other things, install, store, operate and maintain equipment, machinery, chattels and installations at the HKTC's Premises. HKTC continues to meet and defray all costs, expenses and outgoings of the HKTC's Premises but HK Telecom is responsible for reimbursing HKTC the outgoings on a periodic basis. HKTC is also required to pay the amount of any income or profit received or to be received by HKTC to HK Telecom in respect of the HKTC's Premises. Accordingly, the licence fees paid by the Solutions Group are passed on by HKTC to HK Telecom pursuant to the aforesaid arrangement. In effect,

therefore, these licensing arrangements are akin to direct arrangements between HK Telecom and the Solutions Group.

On 23 December 2022, a renewal agreement was entered into to renew the transactions on substantially the same terms as the existing agreement, for a term of three years ending 31 December 2025.

The New Annual Caps for 2023 to 2025 are decreased compared to the Annual Cap for 2022 due to the reduced areas occupied by the Solutions Group.

Details of the historical transaction amounts and the New Annual Caps for 2023 to 2025 are set out in the paragraph “Historical Transaction Amounts and Annual Caps” of this announcement below.

The licence and related fees are charged based on the area occupied by the Solutions Group at the HKTC’s Premises, at monthly rates per square foot which were determined by reference to market rates.

Other transactions between the HKT Limited Group and the PCCW Group

(12) Provision of corporate shared services

Date of existing agreement	: 18 July 2019
Parties	: (a) HKT Services and (b) PCCW Services
Current term	: 1 January 2020 to 31 December 2022
Date of Renewal Agreement	: 23 December 2022
Renewal term	: 1 January 2023 to 31 December 2025

On 18 July 2019, HKT Services and PCCW Services entered into a shared services agreement, for a term of three years from 1 January 2020 to 31 December 2022, pursuant to which HKT Services and its affiliates agreed to provide certain members of the PCCW Group a range of corporate support services that are integral to the operation of both groups, including managerial support.

On 23 December 2022, a renewal agreement was entered into to renew the existing agreement on substantially the same terms for a term of three years ending 31 December 2025.

The New Annual Caps for 2023 to 2025 are increased compared to the Annual Cap for 2022, and were determined based on the historical transaction amounts, the anticipated level of services required by the PCCW Group and the effect of inflation.

Details of the historical transaction amounts and the New Annual Caps for 2023 to 2025 are set out in the paragraph “Historical Transaction Amounts and Annual Caps” of this announcement below.

The charges for these services are actual direct and indirect cost incurred in the supply and procurement of the services, including overheads, human and/or other resources and/or units and other deliverables.

(13) Provision of marketing and promotion services

Date of existing agreement	: 18 July 2019
Parties	: (a) HK Telecom and (b) PCCW-HKT Limited
Current term	: 1 January 2020 to 31 December 2022
Date of Renewal Agreement	: 23 December 2022
Renewal term	: 1 January 2023 to 31 December 2025

On 18 July 2019, HK Telecom and PCCW-HKT Limited, an indirect wholly-owned subsidiary of PCCW, entered into a marketing and promotion services agreement, pursuant to which HK Telecom agreed to provide marketing and promotion services to members of the PCCW Group for the marketing and promotion of the PCCW Group's products and services for a term of three years from 1 January 2020 to 31 December 2022. The services are charged on a cost basis.

On 23 December 2022, a renewal agreement was entered into to renew the existing agreement on substantially the same terms for a term of three years ending 31 December 2025.

The New Annual Caps for 2023 to 2025 are increased compared to the Annual Cap for 2022 and were determined based on the historical transaction amount, the anticipated level of services required by the PCCW Group and the effect of inflation.

Details of the historical transaction amounts and the New Annual Caps for 2023 to 2025 are set out in the paragraph "Historical Transaction Amounts and Annual Caps" of this announcement below.

HISTORICAL TRANSACTION AMOUNTS AND ANNUAL CAPS

Set forth below are the approximate historical aggregate values for the respective periods set out below, the Annual Caps for the year ending 31 December 2022 and the proposed annual caps for the three years ending 31 December 2025:

(A) *Historical transaction amounts*

<u>Agreement / service description</u>	<u>Aggregate values for the year ended 31 December 2020 (HK\$ million)</u>	<u>Aggregate values for the year ended 31 December 2021 (HK\$ million)</u>
<u>Products and services and floor space supplied by the HKT Limited Group to the Media Group</u>		
(1) Provision of carriage services	122.7	15.7
(2) Provision of marketing and sales services	177.6	37.1
(3) Provision of internal (specialist telecom) services	30.7	10.3
(4) Provision of customer premises equipment (CPE) solutions, cloud and networking services	20.1	14.4
(5) Licensed access to floor space	14.2	46.7
(6) Content provision arrangements	12.2	86.9
<u>Products and services supplied by the Media Group to the HKT Limited Group</u>		
(7) Provision of service and product packaging	490.0	19.2
(8) Provision of marketing and sales services	22.1	18.6
(9) Content provision arrangements	382.9	166.6
<u>Services and floor space supplied by the HKT Limited Group to the Solutions Group</u>		
(10) Provision of telecommunications services and other miscellaneous services	1,341.9	1,468.7
(11) Licensed access to floor space	4.6	4.6
<u>Other transactions between the HKT Limited Group and the PCCW Group</u>		
(12) Provision of corporate shared services	150.4	266.3
(13) Provision of marketing and promotion services	100.4	159.0

(B) Annual Caps for the year ending 31 December 2022

<u>Agreement / service description</u>	<u>Annual Caps for the year ending 31 December 2022 (HK\$ million)</u>
<u>Products and services and floor space supplied by the HKT Limited Group to the Media Group</u>	
(1) Provision of carriage services	175.9
(2) Provision of marketing and sales services	379.9
(3) Provision of internal (specialist telecom) services	43.4
(4) Provision of customer premises equipment (CPE) solutions, cloud and networking services	160.0
(5) Licensed access to floor space	65.0
(6) Content provision arrangements	120.0
<u>Aggregation for items (1) to (6)</u>	<u>944.2</u>
<u>Products and services supplied by the Media Group to the HKT Limited Group</u>	
(7) Provision of service and product packaging	905.3
(8) Provision of marketing and sales services	111.1
(9) Content provision arrangements	684.0
<u>Aggregation for items (7) to (9)</u>	<u>1,700.4</u>
<u>Services and floor space supplied by the HKT Limited Group to the Solutions Group</u>	
(10) Provision of telecommunications services and other miscellaneous services	1,513.0
(11) Licensed access to floor space	6.2
<u>Aggregation for items (10) to (11)</u>	<u>1,519.2</u>
<u>Other transactions between the HKT Limited Group and the PCCW Group</u>	
(12) Provision of corporate shared services	307.7
(13) Provision of marketing and promotion services	201.4

(C) New Annual Caps for the years ending 31 December 2023, 2024 and 2025

Agreement / service description	New Annual Caps for the year ending 31 December		
	2023 (HK\$ million)	2024 (HK\$ million)	2025 (HK\$ million)
<u>Products and services and floor space supplied by the HKT Limited Group to the Media Group</u>			
(1) Provision of carriage services	100.0	100.0	100.0
(2) Provision of marketing and sales services	380.0	380.0	380.0
(3) Provision of internal (specialist telecom) services	13.4	13.8	14.3
(4) Provision of customer premises equipment (CPE) solutions, cloud and networking services	160.0	160.0	160.0
(5) Licensed access to floor space	19.2	21.1	23.3
(6) Content provision arrangements	225.0	295.0	225.0
<u>Aggregation for items (1) to (6)</u>	<u>897.6</u>	<u>969.9</u>	<u>902.6</u>
<u>Products and services supplied by the Media Group to the HKT Limited Group</u>			
(7) Provision of service and product packaging	135.0	165.0	198.0
(8) Provision of marketing and sales services	95.0	135.0	175.0
(9) Content provision arrangements	577.2	634.9	698.4
<u>Aggregation for items (7) to (9)</u>	<u>807.2</u>	<u>934.9</u>	<u>1,071.4</u>
<u>Services and floor space supplied by the HKT Limited Group to the Solutions Group</u>			
(10) Provision of telecommunications services and other miscellaneous services	1,550.0	1,550.0	1,550.0
(11) Licensed access to floor space	2.2	2.4	2.7
<u>Aggregation for items (10) and (11)</u>	<u>1,552.2</u>	<u>1,552.4</u>	<u>1,552.7</u>
<u>Other transactions between the HKT Limited Group and the PCCW Group</u>			
(12) Provision of corporate shared services	460.0	600.0	780.0
(13) Provision of marketing and promotion services	300.0	400.0	520.0

REASONS FOR ENTERING INTO THE RENEWAL AGREEMENTS

The Directors believe that the entering into of the Renewal Agreements and the continuing connected transactions contemplated thereunder will enable the HKT Limited Group to meet the demand of the continuing growth and development of its businesses and operations, help to achieve business continuity and efficiency and to minimise any potential disruption to the daily operation of the HKT Limited Group as well as to further strengthen the HKT Limited Group's position as a premier telecommunications service provider in Hong Kong. It is also considered that the agreements relating to these continuing connected transactions are consistent with the commercial objectives of the HKT Limited Group and fall within the core business of the HKT Limited Group.

The Directors (including the independent non-executive Directors) consider that the Renewal Agreements and the continuing connected transactions contemplated thereunder are on normal commercial terms and in the ordinary and usual course of business of the HKT Limited Group and that the terms thereof and the Annual Caps are fair and reasonable and in the interests of the HKT Trust and the Company and the holders of the Share Stapled Units as a whole.

As no Director has any material interest in the Renewal Agreements and the continuing connected transactions contemplated thereunder, none of the Directors have abstained from voting on the resolutions of the respective Boards approving them.

LISTING RULES IMPLICATIONS

PCCW is the controlling holder of the Share Stapled Units. Accordingly, the PCCW Group is a connected person of the HKT Trust and the Company under the Listing Rules. As the applicable percentage ratios (as defined in the Listing Rules) in respect of the Annual Caps, in each case (or on an aggregated basis as described in this announcement), of the continuing connected transactions, which are categorised according to the providers of the relevant service, exceed 0.1% but are less than 5%, the continuing connected transactions under the Renewal Agreements as disclosed in this announcement are subject to the reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

GENERAL

The HKT Trust, a trust constituted on 7 November 2011 under the laws of Hong Kong and managed by the Trustee-Manager, has been established as a fixed single investment trust, with its activities being limited to investing in the Company and anything necessary or desirable for or in connection with investing in the Company.

The principal activities of the HKT Limited Group are the provision of telecommunications and related services which include local telephony, local data and broadband, international telecommunications, mobile, enterprise solutions, FinTech, HealthTech, e-commerce, big data analytics, media entertainment including the provision of interactive pay-TV services, and other telecommunications businesses such as customer premises equipment sales, outsourcing, consulting and contact centres. It operates primarily in Hong Kong, and also serves customers in mainland China and other parts of the world.

The principal activity of the PCCW Group (including the HKT Limited Group) are the provision of telecommunications and related services which include local telephony, local data and broadband, international telecommunications, mobile, enterprise solutions, FinTech, HealthTech, e-commerce, big data analytics, and other telecommunications businesses such as

customer premises equipment sales, outsourcing, consulting, and contact centres and the provision of interactive pay-TV services, multimedia businesses including OTT digital media entertainment services and the development of content, talent and events in Hong Kong, the Asia Pacific region, and other parts of the world; and investments in, and development of, systems integration, network engineering, and information technology-related businesses. Through HKTVE, the PCCW Group also operates a domestic free television service in Hong Kong. The PCCW Group also has an interest in the development and management of premium-grade property and infrastructure projects as well as premium-grade property investments through its interest in Pacific Century Premium Developments Limited.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Annual Caps”	the revised and new annual caps for the Continuing Connected Transactions
“Boards”	the boards of directors of the Company and the Trustee-Manager
“Company” or “HKT”	HKT Limited, a company incorporated in the Cayman Islands as an exempted company with limited liability and registered as a non-Hong Kong company in Hong Kong, and having its share stapled units jointly issued with the HKT Trust listed on the main board of the Stock Exchange (stock code: 6823)
“connected person”	has the meaning ascribed to it in the Listing Rules
“Continuing Connected Transactions”	the continuing connected transactions of the HKT Limited Group as disclosed in this announcement
“Directors”	the directors of the Company and the Trustee-Manager
“HK Telecom”	Hong Kong Telecommunications (HKT) Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKT Limited Group”	the Company and its subsidiaries
“HKT Services”	HKT Services Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of HKT

“HKT Trust”	a trust constituted on 7 November 2011 under the laws of Hong Kong and managed by the Trustee-Manager and having its Share Stapled Units jointly issued with the Company listed on the main board of the Stock Exchange (Stock Code: 6823)
“HKTC”	PCCW-HKT Telephone Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of PCCW
“HKTC’s Premises”	the premises of HKTC
“HKTVE”	HK Television Entertainment Company Limited, a company incorporated in Hong Kong with limited liability
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Media Group”	PCCW Media Holdings and its subsidiaries, either under the Companies Ordinance (Chapter 622 of the laws of Hong Kong) or the Listing Rules
“New Annual Caps”	the annual caps for the Continuing Connected Transactions for each of the three years ending 31 December 2025 as disclosed in this announcement
“PCCW”	PCCW Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 0008) and traded in the form of American Depositary Receipts on the OTC Markets Group Inc. in the United States of America (ticker: PCCWY), which is indirectly holding approximately 52.29% of the total number of Share Stapled Units in issue as at the date of this announcement
“PCCW-HKT Limited”	PCCW-HKT Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of PCCW
“PCCW Group”	PCCW and its subsidiaries (excluding the HKT Limited Group)
“PCCW Media”	PCCW Media Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of HKT
“PCCW Media Holdings”	PCCW Media Holdings Limited, a company incorporated in the Cayman Islands with limited liability, and an indirect wholly-owned subsidiary of PCCW

“PCCW Services”	PCCW Services Limited, a company incorporated in Hong Kong with limited liability and a direct wholly-owned subsidiary of PCCW
“PCCW Solutions”	PCCW Solutions Limited, a company incorporated in Hong Kong with limited liability and an indirect non-wholly owned subsidiary of PCCW
“Renewal Agreements”	the renewal agreements entered into between members of the HKT Limited Group and the PCCW Group on 23 December 2022 to renew certain Continuing Connected Transactions for three years ending 31 December 2025 as disclosed in this announcement
“Share Stapled Units”	the share stapled units of the HKT Trust and the Company
“Solutions Group”	Solutions Holdings and its subsidiaries
“Solutions Holdings”	PCCW Solutions Holdings Limited (formerly known as HKT Solutions Holdings Limited), a company incorporated in the Cayman Islands with limited liability and an indirect wholly-owned subsidiary of PCCW
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trustee-Manager”	HKT Management Limited (a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of PCCW), in its capacity as the trustee-manager of the HKT Trust

By order of the boards of
HKT Management Limited and
HKT Limited
Cheung Hok Chee, Vanessa
Group General Counsel and Company Secretary

Hong Kong, 23 December 2022

As at the date of this announcement, the Directors of the Trustee-Manager and the Company are as follows:

Executive Directors:

Li Tzar Kai, Richard (*Executive Chairman*) and Hui Hon Hing, Susanna (*Group Managing Director*)

Non-Executive Directors:

Peter Anthony Allen; Chung Cho Yee, Mico and Wang Fang

Independent Non-Executive Directors:

Professor Chang Hsin Kang, FREng, GBS, JP; Sunil Varma; Aman Mehta and Frances Waikwun Wong