

HKT LIMITED (“HKT” or the “Company”)
(incorporated in the Cayman Islands with limited liability)
(together with the HKT Trust (Stock Code: 6823))

NOMINATION COMMITTEE

TERMS OF REFERENCE

Revised and Approved by the Board of Directors of the Company on 27 February 2012

Constitution

1. The Board of the Company (the “Board”) resolved on 11 October 2011 to establish a committee of the Board known as the Nomination Committee (the “Committee”) with effect from the listing date of the HKT Trust and the Company.

Objective and Role

2. The primary objective of the Committee is to ensure a fair and transparent procedure for the appointment and re-appointment of directors to the Board.

Membership

3. The members of the Committee shall be appointed by the Board and shall consist of at least three members, a majority of whom shall be independent non-executive directors of the Company.
4. The Chairman of the Committee shall be appointed by the Board and shall be either the Chairman of the Board or an independent non-executive director.

Attendance at Meetings

5. The Committee may invite any director, member of senior management or other individual to attend meetings of the Committee as it considers appropriate.
6. The Company Secretary of the Company or his or her nominee shall be the Secretary of the Committee.

Frequency of Meetings

7. Meetings shall be held at least once a year and at such times as the Committee determines is appropriate to carry out its responsibilities.

Authority

8. The Committee is authorized to seek any information it requires from any employee in order to perform its duties.
9. In connection with its duties, the Committee is authorized to obtain, at the Company’s expense, independent professional advice on any matters within its terms of reference if it considers necessary.
10. The Committee may authorize any one or more of its members or the Chairman of the Committee to take any action, and impose any regulations upon them, when it deems appropriate and in the best interests of the Company.

Duties

11. In addition to any other responsibilities which may be assigned from time to time by the Board, the duties of the Committee shall be:
- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) to be responsible for identifying suitably qualified candidates to become Board members and select or make recommendations to the Board on the selection of candidates nominated for directorships;
 - (c) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the chief executive;
 - (d) to make recommendations to the Board with respect to the re-election by the holders of share stapled units of any director under the "retirement by rotation" provisions in the Company's Articles of Association;
 - (e) in the case of the appointment and re-appointment of independent non-executive directors, to assess the independence of the appointees having regard to relevant guidelines or requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Exchange Listing Rules") in place from time to time;
 - (f) to assess the independence of independent non-executive directors on an annual basis having regard to relevant guidelines or requirements of the Exchange Listing Rules in place from time to time; and
 - (g) to produce and approve disclosure statements in relation to the Committee and its work as required by applicable laws and rules where necessary.

Meeting Procedures

12. The meetings and proceedings of the Committee shall be governed by the provisions of the Company's Articles of Association for regulating the meetings and proceedings of the Board, except for otherwise determined by the Board from time to time.
13. The quorum for meetings shall be two members of the Committee.

Reporting Procedures

14. The Committee shall report to the Board concerning its activities, either orally or in writing, at regular meetings of the Board or at other times or occasions where necessary.
15. The Secretary of the Committee shall arrange to distribute the minutes of meetings / written resolutions of the Committee to the Board members.

Frequency of Review

16. This Terms of Reference shall be reviewed on an annual basis and when necessary, can be revised by the Board from time to time.