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HKT Trust

(a trust constituted on November 7, 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)

POLL RESULTS AT THE ANNUAL GENERAL MEETING HELD ON MAY 7, 2015, RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGES OF MEMBERS OF BOARD COMMITTEES

POLL RESULTS AT THE ANNUAL GENERAL MEETING HELD ON MAY 7, 2015

At the annual general meeting of unitholders of the HKT Trust and shareholders of HKT Limited (the “**Company**”), as convened by HKT Management Limited (the “**Trustee-Manager**”, in its capacity as the trustee-manager of the HKT Trust) and the Company, held on a combined basis as a single meeting characterized as the annual general meeting (the “**AGM**”) of holders of share stapled units (the “**Share Stapled Units**”) on May 7, 2015, all the proposed resolutions as set out in the notice of AGM dated March 16, 2015 (the “**AGM Notice**”) were voted on by poll.

Computershare Hong Kong Investor Services Limited, the registrar appointed for the Share Stapled Units, acted as the scrutineers for the poll at the AGM.

All the ordinary resolutions as set out in the AGM Notice were duly passed by way of poll at the AGM held on May 7, 2015 and the poll results are as follows:

	Ordinary Resolutions	Number of Share Stapled Units Voted (Approx. %)	
		For	Against
1.	To receive and adopt the audited Consolidated Financial Statements of the HKT Trust and the Company for the year ended December 31, 2014, the audited Financial Statements of the Trustee-Manager for the year ended December 31, 2014, the Combined Report of the Directors and the Independent Auditor’s Reports.	6,813,194,744 (99.999963%)	2,527 (0.000037%)

2.	To declare a final distribution by the HKT Trust in respect of the Share Stapled Units, of 23.30 HK cents per Share Stapled Unit (after deduction of any operating expenses permissible under the Trust Deed), in respect of the year ended December 31, 2014 (and in order to enable the HKT Trust to pay that distribution, to declare a final dividend by the Company in respect of the ordinary shares in the Company held by the Trustee-Manager, of 23.30 HK cents per ordinary share, in respect of the same period).	6,813,195,132 (99.999969%)	2,119 (0.000031%)
3.	(a) To re-elect Mr Li Tzar Kai, Richard as a Director of the Company and the Trustee-Manager.	6,626,309,404 (97.257081%)	186,880,302 (2.742919%)
	(b) To re-elect Mr Lu Yimin as a Director of the Company and the Trustee-Manager.	6,186,312,686 (90.799080%)	626,876,078 (9.200920%)
	(c) To re-elect Mr Srinivas Bangalore Gangaiah as a Director of the Company and the Trustee-Manager.	6,265,874,093 (91.966839%)	547,314,381 (8.033161%)
	(d) To re-elect Mr Sunil Varma as a Director of the Company and the Trustee-Manager.	6,300,009,040 (92.467858%)	513,178,988 (7.532142%)
	(e) To re-elect Mr Aman Mehta as a Director of the Company and the Trustee-Manager.	6,013,417,529 (92.023861%)	521,211,084 (7.976139%)
	(f) To authorize the Directors of the Company and the Trustee-Manager to fix their remuneration.	6,770,746,899 (99.935749%)	4,353,103 (0.064251%)
4.	To re-appoint Messrs PricewaterhouseCoopers as Auditor of the HKT Trust, the Company and the Trustee-Manager and authorize the Directors of the Company and the Trustee-Manager to fix their remuneration.	6,147,053,268 (90.222752%)	666,143,083 (9.777248%)
5.	To grant a general mandate to the Directors of the Company and the Trustee-Manager to issue new Share Stapled Units.*	5,331,993,553 (78.259891%)	1,481,194,543 (21.740109%)

* The full text of the resolution is set out in the AGM Notice.

As at the date of the AGM, the HKT Trust and the Company have issued 7,571,742,334 Share Stapled Units, which was the total number of Share Stapled Units entitling the holders to attend and vote for or against the resolutions proposed at the AGM. There were no Share Stapled Units entitling the holder to attend and abstain from voting in favour of the resolutions proposed at the AGM, or abstain from voting as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No holder of Share Stapled Units had indicated in the circular containing the AGM Notice that he/she intended to vote against or to abstain from voting on the resolutions proposed at the AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of Directors of the Company (the “**Company Board**”) and the board of Directors of the Trustee-Manager (the “**Trustee-Manager Board**”) announce that The Hon Raymond George Hardenbergh Seitz, an Independent Non-Executive Director of the Company and the Trustee-Manager, retired from the Company Board and the Trustee-Manager Board with effect from the conclusion of the AGM held on May 7, 2015. Following his retirement, Mr Seitz ceased to be the Chairman of the Company’s Remuneration Committee, and a member of the Company’s Audit Committee and the Trustee-Manager’s Audit Committee.

Mr Seitz has confirmed that he has no disagreement with the Company Board and the Trustee-Manager Board and there is no matter in relation to his retirement that needs to be brought to the attention of the holders of Share Stapled Units and the shareholders of the Company.

The Company Board and the Trustee-Manager Board would like to thank Mr Seitz for his valuable contribution to the HKT Trust and the Company in the past years.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGES OF MEMBERS OF BOARD COMMITTEES

The Company Board and the Trustee-Manager Board are pleased to announce that Ms Frances Waikwun Wong (“**Ms Wong**”) has been appointed as an Independent Non-Executive Director of the Company and the Trustee-Manager and as the Chairwoman of the Company’s Remuneration Committee with effect from the conclusion of the AGM held on May 7, 2015. In addition, Mr Peter Anthony Allen, who is currently a Non-Executive Director of the Company and the Trustee-Manager, has been appointed as a member of the Company’s Audit Committee and the Trustee-Manager’s Audit Committee with effect from the conclusion of the AGM held on May 7, 2015.

Ms Wong, aged 53, has been an Independent Non-Executive Director of PCCW Limited (“**PCCW**”), the controlling holder of Share Stapled Units of the HKT Trust and the Company, since March 2012 and is the Chairwoman of the Regulatory Compliance Committee and a member of the Nomination Committee and the Remuneration Committee of the board of directors of PCCW. She is also an Independent Non-Executive Director of Pacific Century Regional Developments Limited, a substantial shareholder of PCCW.

Ms Wong is currently a financial advisor of Good Harbour Finance Limited. She began her career as a management consultant at McKinsey & Company in the United States in 1986. Ms Wong returned to Hong Kong and joined the Hutchison Whampoa group of companies in 1988, taking on various positions. She was managing director of Weatherite Manufacturing Limited, an air conditioning manufacturer. Later, Ms Wong became chief executive officer of Metro Broadcast Corporation Limited. Eventually, she became chief financial officer of Star TV, Asia’s first satellite television company. After leaving the Hutchison Whampoa Group in 1992, she became group chief financial officer for the Pacific Century Group. After she resigned from the Pacific Century Group, she founded the Independent Schools Foundation in Hong Kong in 2000.

Ms Wong was educated in the United States at Stanford University where she received a Bachelor of Science degree. She holds a Master of Science degree from the Massachusetts Institute of Technology. Ms Wong was a member of the Central Policy Unit, the Government of the Hong Kong Special Administrative Region (think tank). She has served on many educational boards including the Canadian International School of Hong Kong, The Open University of Hong Kong and was a member of the Joint Committee on Student Finance of Student Financial Assistance Agency.

Save as disclosed above, Ms Wong has not held any other directorships in other listed public companies in the last three years and does not hold any position in the Company and the Trustee-Manager.

Other than the positions disclosed above, Ms Wong does not have any relationship with any Directors or senior management of the Company and the Trustee-Manager, or substantial or controlling holders of Share Stapled Units and of ordinary shares and preference shares in the Company. As at the date of this announcement, Ms Wong did not have any interest in the Share Stapled Units or underlying Share Stapled Units or shares and underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Pursuant to her letter of appointment as an Independent Non-Executive Director of the Company, Ms Wong is appointed for a term of three years subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the HKT Trust and the Company pursuant to the amended and restated articles of association of the Company and the trust deed dated November 7, 2011 constituting the HKT Trust entered into between the Trustee-Manager and the Company as amended. She is entitled to an annual fee of HK\$230,000 to act as an Independent Non-Executive Director of the Company and an additional annual fee of HK\$115,000 as the Chairwoman of the Remuneration Committee. Such fees are determined with reference to her responsibilities with the Company and the Company's remuneration policy. She has also entered into a separate letter of appointment as an Independent Non-Executive Director of the Trustee-Manager but is not entitled to any remuneration.

Ms Wong has confirmed that she meets the independence guidelines set out in rule 3.13 of the Listing Rules.

Save as disclosed above, there is no other information which is discloseable pursuant to any requirements set out in rule 13.51(2) of the Listing Rules and there is no matter in relation to the above appointment that needs to be brought to the attention of the holders of the Share Stapled Units and the shareholders of the Company.

The Company Board and the Trustee-Manager Board would like to extend their warm welcome to Ms Wong on her new appointment.

By order of the boards of
HKT Management Limited
and
HKT Limited
Landy ML Lee
Company Secretary

Hong Kong, May 7, 2015

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*); Alexander Anthony Arena (*Group Managing Director*) and Hui Hon Hing, Susanna (*Group Chief Financial Officer*)

Non-Executive Directors:

Peter Anthony Allen; Chung Cho Yee, Mico; Lu Yimin; Li Fushen and Srinivas Bangalore Gangaiah (aka BG Srinivas)

Independent Non-Executive Directors:

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