



HKT Trust

*(a trust constituted on 7 November 2011 under the laws of Hong Kong
and managed by HKT Management Limited in its capacity as the trustee-manager of the HKT Trust)*

and

HKT Limited

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 6823)

NOMINATION POLICY

**Approved by the Boards of Directors of
HKT Management Limited (“Trustee-Manager”) and HKT Limited (“Company”)
on 14 November 2018**

Objective

1. The primary objective of the Company’s Nomination Committee (the “Committee”) is to assist its board of directors (the “Company Board”) in relation to the appointment and re-appointment of directors to ensure that the Company Board maintains an appropriate mix and balance of skills, knowledge, experience and diversity of perspectives to the requirements of the Company’s business. This Nomination Policy (the “Policy”) sets out the procedures and criteria to be used by the Committee for the selection, appointment and re-appointment of its directors.

Given the unique circumstances of the HKT Trust i.e. the fact that the Trust Deed requires that the directors of the Company and the directors of the Trustee-Manager must always be the same individuals, the Trustee-Manager has not established a separate Nomination Committee. Accordingly, this Policy shall also apply to the Trustee-Manager Board and in this context, references to the “Committee” shall mean the “Trustee-Manager Board” where appropriate.

(“Company Board” and “Trustee-Manager Board” together referred to as the “Boards” or each, the “Board”)

2. The duties of the Committee are set out in the Committee’s Terms of Reference which include, among others, assisting the Board:
 - (a) to review the structure, size, composition and the balance of skills, knowledge, experience and diversity of perspective of the Board at least annually and to make recommendations on any proposed changes to the Board to complement its corporate strategy;
 - (b) to identify suitably qualified candidates to become Board members and select or make recommendations to the Board on the selection of candidates nominated for directorships, based on merit and having due regard to the Board Diversity Policy and other factors which are relevant to HKT;
 - (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 to maintain a balance of skills, knowledge, experience and diversity of perspectives on the Board;
 - (d) to make recommendations to the Board with respect to the re-election by shareholders of any director under the “retirement by rotation” provisions in the Company’s amended and restated Articles of Association; and

- (e) in the case of 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 in place from time to time.

In performing its duties, the Committee shall make reference to this Policy and the Board Diversity Policy to nominate suitably qualified candidates to the Board for it to consider and make recommendations to shareholders or holders of share stapled units for election as directors at general meetings or appoint as directors to fill casual vacancies.

Selection Criteria

- 3. In assessing the suitability of a proposed candidate, the Committee shall consider, among other things, the following key factors:
 - (a) accomplishment, expertise, experience and diversity that the candidate can bring to the Boards in all its aspects; and
 - (b) the candidate's commitment in respect of available time and relevant interest, in particular, whether he/she would be able to devote sufficient time and attention to the Boards.
- 4. The Committee has discretion to nominate any person, as it considers appropriate.
- 5. Proposed candidates will be asked to submit such documents and information (including personal information) as the Committee may consider necessary for its consideration and assessment, together with their written consent to be appointed as a director and to the public disclosure of their personal data on any documents or relevant websites in connection with their nomination or otherwise pursuant to applicable legal and regulatory requirements.

Nomination Procedures

- 6. The Secretary of the Committee shall arrange meetings/written resolutions of the Committee for nominations of candidates for the consideration by the Committee.
- 7. For filling a casual vacancy, the Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the Committee shall make nominations to the Board for consideration and recommendation.
- 8. For re-election and appointment of directors subject to the approval of holders of share stapled units at the combined general meeting, circular disclosing the proposed candidates' details and the Boards' recommendations including factors considered would be sent to holders of share stapled units pursuant to the legal and regulatory requirements.
- 9. The procedures for shareholders to propose a person for election as a director are set forth in the Company's amended and restated Articles of Association.
- 10. The Boards have the ultimate responsibility for selection and appointment of directors as permitted in the Company's amended and restated Articles of Association and the Trust Deed and shall have the final decision on all matters relating to their recommendation of candidates to stand for election at any combined general meeting.

Monitoring and Reporting

- 11. The Committee shall disclose annually in the corporate governance report of HKT's annual report this Policy and its work, pursuant to the legal and regulatory requirements.

Review of the Policy

- 12. This Policy shall be reviewed when necessary, and can be revised by the Boards from time to time.