

CIRCULAR DATED 25 SEPTEMBER 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or any other professional adviser immediately.

If you have sold or transferred all of your shares in the capital of Pacific Century Regional Developments Limited (“**PCRD**” or the “**Company**”), you should immediately forward this Circular together with the Notice of Extraordinary General Meeting (“**EGM**”) and the accompanying Proxy Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



PACIFIC CENTURY REGIONAL DEVELOPMENTS LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 196300381N

CIRCULAR TO SHAREHOLDERS

In relation to the

PROPOSED DISTRIBUTION *IN SPECIE* OF SHARE STAPLED UNITS OF THE HKT TRUST AND HKT LIMITED

IMPORTANT DATES AND TIMES

Last Date and Time for lodgement of Proxy Form : 7 October 2022 at 10:00 a.m.

Date and Time of EGM : 10 October 2022 at 10:00 a.m.

Place of EGM : Raffles Town Club
Dunearn Room III, Level 1
1 Plymouth Avenue
Singapore 297753

IMPORTANT NOTICE TO OVERSEAS SHAREHOLDERS

The distribution of this Circular and the Proposed Distribution (as defined herein) may be prohibited or restricted by law in certain jurisdictions. Shareholders (as defined herein) are required to inform themselves of and to observe any such prohibition or restriction. It is the responsibility of Shareholders in such jurisdictions to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, the compliance with other necessary formalities which are required to be observed and/or payment of any issue, transfer or other taxes due in such jurisdictions.

Further details on the distribution of and the entitlement of Overseas Shareholders (as defined herein) to the Relevant HKT SSUs (as defined herein) pursuant to the Proposed Distribution are set out in paragraph 6.2 of this Circular.

Germany

Nothing in this document constitutes an offer of any securities or any solicitation or invitation with respect to the purchase of any securities, nor does it constitute an advertisement for an offer or issue of any securities or proposed issue of any securities. This document is not a prospectus or product disclosure statement. Nothing in this document shall be taken to be any type of legal, financial, tax or other professional advice. Shareholders should seek legal, financial, tax or other professional advice appropriate to their respective jurisdictions.

Hong Kong

This Circular does not constitute and is not intended as an offer, invitation or inducement to Shareholders to acquire HKT SSUs (as defined herein) nor as a form of application for HKT SSUs.

The contents of this document have not been reviewed by any regulatory authority in Hong Kong and no action has been taken in Hong Kong to authorise or register this Circular or to permit the distribution of this Circular or any document issued in connection with it.

You are advised to exercise caution in relation to the transactions contemplated in this Circular. If you are in any doubt about any of the contents of this Circular, you should obtain independent professional advice.

Malaysia

The purpose of this Circular is to set out information pertaining to the Proposed Distribution, to seek your approval of the Proposed Distribution and to give you notice of the EGM.

Nothing in this Circular constitutes the offer for subscription or purchase, or invitation to subscribe for or purchase, or sale, of the Relevant HKT SSUs in Malaysia. No approval of, or recognition by, the Securities Commission of Malaysia has been or will be obtained for the making available, offer for subscription or purchase, or invitation to subscribe for or purchase, or sale, of the Relevant HKT SSUs to Shareholders in Malaysia on the basis that the Relevant HKT SSUs will only be made available, offered or sold (where applicable) exclusively outside Malaysia.

Neither this Circular nor any prospectus or other offering material or document has been or will be registered with the Securities Commission of Malaysia as a prospectus under the Capital Markets and Services Act 2007 on the basis that the Relevant HKT SSUs will not be sold, issued or offered for

subscription or purchase, or be made the subject of an invitation for subscription or purchase, in Malaysia. This Circular may not be circulated or distributed in Malaysia, whether directly or indirectly, for the purpose of making available, or offer for subscription or purchase, or invitation to subscribe for or purchase, or sale, of the Relevant HKT SSUs.

Switzerland

This Circular qualifies as an advertisement and does not qualify as a prospectus or key information document under the Swiss Financial Services Act ("**FinSA**"). No such document will be prepared in connection with the Proposed Distribution. Pacific Century Regional Developments Limited is relying on an exemption from the requirement to prepare a prospectus under the FinSA.

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DEFINITIONS

In this Circular, the following definitions apply throughout except where the context otherwise requires:

“Announcement”	:	The announcement dated 12 August 2022 made by the Company in relation to the Proposed Distribution
“Announcement Date”	:	12 August 2022, being the date of the Announcement
“Beneficial Holders”	:	Investors who are sub-account holders, SRS Investors or CPF Investors who hold PCRD Shares through a Depository Agent or finance company (including SRS Operator and/or CPF Agent Bank)
“Board”	:	The board of Directors of the Company for the time being
“Books Closure Date” or “Record Date”	:	The date, to be determined by the Directors and announced by the Company, on which the transfer books of the Company and the Register will be closed in order to determine the entitlements of Shareholders to the Proposed Distribution
“Cash Election”	:	The right for Shareholders to elect to receive their entitlement to the Proposed Distribution in the form of cash, being an amount equivalent to the value of their entitlement to the Proposed Distribution
“CDP”	:	The Central Depository (Pte) Limited
“Companies Act”	:	The Companies Act 1967 of Singapore
“Company” or “PCRD”	:	Pacific Century Regional Developments Limited
“Completion Date”	:	The date on which the Proposed Distribution is to be completed
“CPF”	:	Central Provident Fund
“CPFIS”	:	CPF Investment Scheme
“CPF Agent Bank”	:	Agent bank included under the CPFIS

“CPF Investors”	:	Investors who purchased PCRD Shares pursuant to the CPFIS
“Directors”	:	The Directors of the Company, collectively the Board
“Distribution Resolution”	:	The ordinary resolution of Shareholders approving the Proposed Distribution
“EGM”	:	An extraordinary general meeting of the Company to be held on 10 October 2022 at 10:00 a.m. (and any adjournment thereof), the notice of which is given on pages I to III of this Circular
“Election Form”	:	The election form to be despatched to all Entitled Shareholders (other than Excluded Overseas Shareholders) or Depository Agents, as the case may be, for such Shareholders or Depository Agents, as the case may be, to exercise the Cash Election in accordance with the instructions specified therein
“Election Period”	:	The period during which an Entitled Shareholder, other than an Excluded Overseas Shareholder, can exercise the Cash Election
“Entitled Shareholders”	:	Shareholders who hold Shares as at the Record Date that will be entitled to the Proposed Distribution
“EPS”	:	Earnings per Share
“Excluded Overseas Shareholders”	:	Entitled Shareholders who are Overseas Shareholders who the Board has determined, in its sole discretion, will not receive their entitlements to the Relevant HKT SSUs pursuant to the Proposed Distribution, as such distribution may infringe any relevant foreign law or may necessitate compliance with conditions or requirements which the Board, in its sole discretion, regard as onerous by reason of costs, delay or otherwise, and instead will be deemed to have exercised the Cash Election and will receive their pro-rata entitlements to the Proposed Distribution in cash

“FY2021”	:	Financial year ended 31 December 2021
“Group” or “PCRD Group”	:	The Company and its subsidiaries
“HKEx”	:	The Stock Exchange of Hong Kong Limited
“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 HKEx (stock code: 6823), and a subsidiary of PCCW
“HKT FY2021 Financial Results”	:	Audited consolidated financial statements of HKT for FY2021
“HKT SSUs”	:	Share stapled units jointly issued by the HKT Trust and HKT
“HKT Trust”	:	A trust constituted on 7 November 2011 under the laws of Hong Kong and managed by HKT Management Limited and having its share stapled units jointly issued with HKT listed on the Main Board of the HKEx (stock code: 6823)
“HKT Trust Deed”		The trust deed dated 7 November 2011 entered into between the HKT Trustee-Manager and HKT, constituting HKT Trust
“HKT Trustee-Manager”	:	HKT Management Limited as the trustee-manager of HKT Trust
“Hong Kong”	:	Hong Kong Special Administrative Region, China
“Latest Practicable Date”	:	The latest practicable date prior to the despatch of this Circular, being 22 September 2022
“Listing Manual”	:	The Listing Manual of the SGX-ST
“Market Day”	:	A day on which SGX-ST is open for trading in securities
“NAV”	:	Net asset value

“NTA”	:	Net tangible assets
“PCCW”	:	PCCW Limited, a public company incorporated in Hong Kong and listed on the Main Board of the HKEx, and an associated company (as defined in the Listing Manual) of PCRD
“PCGH”	:	Pacific Century Group Holdings Limited, the holding company of PCRD
“PCRD Shares” or “Shares”	:	Ordinary shares in the capital of PCRD
“Proposed Distribution”	:	The proposed distribution <i>in specie</i> of 132,407,510 HKT SSUs, representing approximately 1.75% of the HKT SSUs in issue as at the Latest Practicable Date, to Shareholders on a pro rata basis, as set out in paragraph 4 of this Circular
“Register”	:	The register of members of the Company, as maintained by the Share Registrar
“Relevant HKT SSUs”	:	The HKT SSUs to be distributed to Entitled Shareholders pursuant to the Proposed Distribution
“Securities Accounts”	:	The securities accounts maintained by Depositors with CDP, but not including securities sub-accounts maintained with a Depository Agent
“SFA”	:	The Securities and Futures Act 2001 of Singapore
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean the Depositors whose Securities Accounts are credited with Shares
“Share Registrar”	:	Boardroom Corporate & Advisory Services Pte. Ltd.
“SRS”	:	Supplementary Retirement Scheme

“SRS Operator”	:	Agent bank included under the SRS
“SRS Investor”	:	Investor who purchased PCRD Shares pursuant to the SRS
“%” or “per cent.”	:	Per centum or percentage
“HK\$”	:	Hong Kong Dollar, being the lawful currency of Hong Kong
“S\$” and “S cents”	:	Singapore dollars and cents respectively, being the lawful currency of Singapore

The expressions **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the respective meanings ascribed to them in Section 81SF of the SFA.

The term **“controlling shareholders”** shall have the meaning ascribed to it in the Listing Manual.

The term **“subsidiary”** shall have the meanings ascribed to it in the Companies Act.

Except where specifically defined, the terms **“we”**, **“us”** and **“our”** in this Circular refer to the Group. Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA, the Listing Manual, or any modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Companies Act, the SFA, the Listing Manual, or any modification thereof, as the case may be.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to a time of day and date in this Circular is made by reference to Singapore time and date unless otherwise stated.

Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures that precede them.

As at the Latest Practicable Date, there are 2,648,150,200 PCRD Shares in issue (excluding treasury shares and subsidiary holdings).

INDICATIVE TIMETABLE

For illustrative purposes, the following are indicative dates and times for the Proposed Distribution⁽¹⁾:

Last date and time for lodgement of Proxy Forms for the EGM : 7 October 2022 at 10:00 a.m.

Date and time of the EGM : 10 October 2022 at 10:00 a.m.

Expected last day of “cum” trading of PCRD Shares on the SGX-ST : 14 October 2022

Expected first day of “ex” trading of PCRD Shares on the SGX-ST : 17 October 2022

Expected Record Date for the Proposed Distribution : 18 October 2022 at 5:00 p.m.

Expected Date of Despatch of Election Forms for Cash Election : 21 October 2022

Expected last date and time for submission of Election Forms for Cash Election : 9 November 2022 at 5:00 p.m.

Expected date of despatch of Relevant HKT SSU certificates to Entitled Shareholders who did not exercise the Cash Election : 30 November 2022

Expected date of payment of cash amount to Entitled Shareholders who exercised the Cash Election or who are Excluded Overseas Shareholders : 2 December 2022

Notes:

⁽¹⁾ Save for the date and time by which the Proxy Forms must be lodged and the date and time of the EGM, the timetable above is only indicative and the actual dates of the events in italics will be announced by the Company in due course by way of SGXNET announcements released on the SGX-ST.

⁽²⁾ All Proxy Forms must be duly completed, signed and submitted in the following manner: (a) if submitted by post, be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or (b) if submitted electronically, be submitted via email to the Company's Share Registrar at srs.teamc@boardroomlimited.com, in either case, not later than 72 hours before the time appointed for the EGM. Completion and return of a Proxy Form will not preclude a Shareholder from attending, speaking and voting at the EGM if he so wishes. Any appointment of the proxy(ies) shall be deemed to be revoked if a Shareholder attends the EGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the EGM.

LETTER TO SHAREHOLDERS

PACIFIC CENTURY REGIONAL DEVELOPMENTS LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 196300381N

Directors

Richard Li Tzar Kai (*Chairman, Executive Director*)
Francis Yuen Tin Fan (*Deputy Chairman, Independent Non-Executive Director and Lead Independent Director*)
Peter A. Allen (*Group Managing Director, Executive Director*)
Frances Wong Waikwun (*Independent Non-Executive Director*)
Laura Deal Lacey (*Independent Non-Executive Director*)
W. Michael Verge (*Non-Executive Director*)
Christopher John Fossick (*Independent Non-Executive Director*)
Yeo Wee Kiong (*Independent Non-Executive Director*)

Registered Office

50 Raffles Place #35-01
Singapore Land Tower
Singapore 048623

25 September 2022

To : The Shareholders of Pacific Century Regional Developments Limited

Dear Sir / Madam

PROPOSED DISTRIBUTION *IN SPECIE* OF SHARE STAPLED UNITS OF THE HKT TRUST AND HKT LIMITED

1. INTRODUCTION

1.1 **Announcement.** On 12 August 2022, the Company announced, *inter alia*:

- (i) a proposed distribution *in specie* (the “**Proposed Distribution**”) of 132,407,510 HKT SSUs, representing approximately 1.75% of the HKT SSUs in issue as at the Latest Practicable Date, to Shareholders on a pro rata basis; and
- (ii) as the HKT SSUs are listed on the HKEx, in order to provide flexibility for Shareholders who do not wish to hold securities listed on the HKEx or whose entitlement to HKT SSUs pursuant to the Proposed Distribution may be uneconomic to trade, the Company will provide Shareholders with the right to elect to receive their entitlement to the Proposed Distribution in the form of cash, being an amount equivalent to the value of their entitlement to the Proposed Distribution (the “**Cash Election**”).

The Proposed Distribution is subject to various conditions, including the approval of Shareholders as set out in paragraph 4.4 below. No payment will be required from Shareholders for the HKT SSUs to be received pursuant to the Proposed Distribution. The HKT SSUs will be distributed free of encumbrances and together with all rights attaching thereto on and from the date the Proposed Distribution is completed (the “**Completion Date**”).

1.2 **Circular.** The purpose of this Circular is to provide Shareholders with relevant information relating to the Proposed Distribution, including the rationale and the pro forma financial effects

of the Proposed Distribution on Pacific Century Regional Developments Limited and its subsidiaries (collectively, the “**PCRD Group**”), and to seek Shareholders’ approval for the resolution relating to the Proposed Distribution to be proposed at the EGM, notice of which is given on pages I to III of this Circular.

2. INFORMATION ON HKT AND THE HKT TRUST

- 2.1 **General.** The principal activities of HKT Limited (“**HKT**”) and its subsidiaries are the provision of telecommunications and related services which include local telephony, local data and broadband, international telecommunications, mobile, enterprise solutions, FinTech, 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 centers. It operates primarily in Hong Kong, and also serves customers in mainland China and other parts of the world. HKT is a company incorporated in the Cayman Islands with limited liability.

The HKT Trust, a trust constituted on 7 November 2011 under the laws of Hong Kong and managed by HKT Management Limited, was established as a fixed single investment trust, with its activities being limited to investing in HKT. HKT Management Limited is the trustee-manager of HKT Trust and an indirect subsidiary of PCCW Limited (“**PCCW**”), an associated company of PCRD listed on the Main Board of the HKEx.

The HKT SSUs are jointly issued by the HKT Trust and HKT Limited and are listed on the HKEx. Each HKT SSU comprises three components : (i) a unit in the HKT Trust; (ii) a beneficial interest in a specifically identified ordinary share in HKT Limited held by HKT Management Limited as the trustee-manager of HKT Trust (the “**HKT Trustee-Manager**”), which is “linked”¹ to the unit; and (iii) a specifically identified preference share in HKT Limited which is “stapled”² to the unit. Pursuant to the terms of the trust deed dated 7 November 2011 constituting the HKT Trust entered into between the HKT Trustee-Manager and HKT Limited (the “**HKT Trust Deed**”), all of the issued ordinary shares in the capital of HKT Limited must be held by the HKT Trustee-Manager in its capacity as trustee and manager of the HKT Trust. Under the HKT Trust Deed and the articles of association of HKT Limited, the number of ordinary shares and preference shares in issue must be the same at all times and must also, in each case, be equal to the number of units of the HKT Trust in issue.

- 2.2 **Financial Information.** Based on the HKT FY2021 Financial Results:

- (i) the net profit before tax of HKT was approximately HK\$5,819 million; and
- (ii) the net asset value of HKT attributable to its unitholders was approximately HK\$37,141 million as at 31 December 2021.

¹ For the purposes of the HKT SSUs and pursuant to the terms of the HKT Trust Deed, “**linked**” and “**linking**” is the matching and linking of each unit in the HKT Trust with and to a specifically identified ordinary share in the capital of HKT Limited held by the HKT Trustee-Manager in its capacity as trustee-manager of the HKT Trust, such that a registered holder of a unit in the HKT Trust has a beneficial interest in the specifically identified ordinary share and any transfer of the unit also transfers the beneficial interest in the ordinary share.

² For the purposes of the HKT SSUs and pursuant to the terms of the HKT Trust Deed, “**stapled**” and “**stapling**” is the means by which each unit in the HKT Trust is attached to a specifically identified preference share in the capital of HKT Limited, so that one may not be transacted without the other.

- 2.3 **Further Information.** Further information on HKT can be found at the website of HKT at www.hkt.com.

3. RATIONALE FOR THE PROPOSED DISTRIBUTION

The Board is of the view that the Proposed Distribution would be beneficial to the Company and Shareholders as follows:

- 3.1 **Simplification of the Composition and Structure of the Company's Main Investment.** Currently, the Company holds an approximate 22.66% interest in PCCW, which in turn holds approximately 51.91% of HKT. The Company also holds a direct minority interest in 145,604,804 HKT SSUs, representing approximately 1.92% of the HKT SSUs in issue as at the Latest Practicable Date. Following the proposed distribution of most of its direct interest in HKT through the Proposed Distribution, the Company would then focus on managing its main asset holding in PCCW and provide Shareholders and investors with a clearer investment strategy. On completion of the Proposed Distribution, Shareholders who do not elect to receive cash pursuant to the Cash Election would have direct ownership of the 132,407,510 HKT SSUs distributed pursuant to the Proposed Distribution (such HKT SSUs, the "**Relevant HKT SSUs**") and direct access to steady dividend distributions to holders of HKT SSUs reflecting effectively the payout of HKT's annual adjusted funds flow. Shareholders would also have the discretion and flexibility to decide whether to take up holdings in the Relevant HKT SSUs in accordance with their individual investment objectives as well as their ability to manage and trade the Relevant HKT SSUs on the HKEx.

The following summarises the historical financial performance of HKT and historical distributions made to its unitholders for the financial years ended 31 December 2021, 31 December 2020 and 31 December 2019. Further information can be found at the website of HKT at www.hkt.com.

	Financial year ended 31 December 2021	Financial year ended 31 December 2020	Financial year ended 31 December 2019
Total revenue (HK\$ million)	33,961	32,389	33,103
Profit attributable to holders of HKT SSUs (HK\$ million)	4,808	5,303	5,217
Adjusted funds flow (HK\$ million)	5,513	5,384	5,329
Total distribution per HKT SSU (HK cents)	72.77	71.07	70.38

- 3.2 **Increase in the Economic Value of Dividends to Shareholders.** Prior to completion of the Proposed Distribution, the Company intends to make a partial repayment of its indebtedness, including utilising, *inter alia*, excess cash resources from dividends received from PCCW and HKT. Upon partial repayment of its indebtedness, the Company will be able to effect the proposed distribution of the Relevant HKT SSUs to Shareholders. Based on the closing price of the HKT SSUs of HK\$10.24 as at the Latest Practicable Date, the aggregate market value of the Relevant HKT SSUs is approximately HK\$1,356 million (equivalent to approximately

S\$245 million based on an exchange rate of HK\$5.539 : S\$1.00). There would therefore be a higher than usual distribution of economic value to Shareholders through the Proposed Distribution, without affecting the long-term soundness of the financial position of the PCR D Group, as well as the Company's standing as a significant direct shareholder of PCCW, and through PCCW, a significant indirect unitholder of HKT. The Company and its Shareholders will continue to benefit from the steady dividend streams and solid business growth in both entities.

4. DETAILS OF THE PROPOSED DISTRIBUTION

- 4.1 **Mode of Distribution and Distribution Ratio.** As at the Latest Practicable Date, the Company has a direct interest in 145,604,804 HKT SSUs, representing approximately 1.92% of the total number of HKT SSUs in issue. Subject to the satisfaction of the conditions set out in paragraph 4.4 below, the Proposed Distribution will be effected by way of a dividend *in specie* to Shareholders pro rata to their respective shareholdings in the Company, on the basis of 0.05 HKT SSU for each PCR D Share held by Shareholders or on their behalf as at a record date to be determined by the Company (the "**Record Date**"), fractional entitlements to be disregarded. Shareholders will receive the Relevant HKT SSUs free of cash outlay. The Relevant HKT SSUs will be distributed free of encumbrances and together with all rights attaching thereto on and from the Completion Date to Entitled Shareholders except those who elect for the Cash Election or who are deemed to have elected for the Cash Election. Further details of the Cash Election are set out in paragraph 4.2 below.

Shareholders who hold PCR D Shares as at the Record Date will be entitled to the Proposed Distribution (the "**Entitled Shareholders**").

- 4.2 **Cash Election.** In order to provide flexibility for Entitled Shareholders who do not wish to hold securities listed on the HKEx or whose entitlement to HKT SSUs pursuant to the Proposed Distribution may be uneconomic to trade, the Company will provide the Cash Election to Entitled Shareholders so that they may choose to receive an amount in cash equivalent in value **for all and not part of** the Relevant HKT SSUs which they are entitled to receive pursuant to the Proposed Distribution.

The amount in cash equivalent of each Relevant HKT SSU will be determined in Singapore dollars based on the closing price of the HKT SSUs and based on an exchange rate at the close of business on the Completion Date. For illustrative purposes, assuming that the closing price per HKT SSU on the Completion Date is HK\$10.24, the amount in cash to be distributed for each Relevant HKT SSU pursuant to the Cash Election would be approximately S\$1.8487 (equivalent to HK\$10.24 based on an exchange rate of HK\$5.539 : S\$1.00).

The following illustrates the position of an Entitled Shareholder who holds 1,000 PCR D Shares as at the Record Date, based on the issued share capital of the Company as at the Latest Practicable Date, before and after the Proposed Distribution:

**Entitled Shareholder with 1,000 PCRD Shares as at the
Record Date**

	Entitled Shareholder who exercises the Cash Election	Entitled Shareholder who does not exercise the Cash Election
Position before Proposed Distribution		
Shares currently held	1,000	1,000
Position post Proposed Distribution		
Shares held post Proposed Distribution	1,000	1,000
Relevant HKT SSUs held post Proposed Distribution	0	50
Cash Amount received from the Company pursuant to the Cash Election	S\$92.44	S\$0.00

4.3 **Appropriation from Retained Earnings.** To effect the Proposed Distribution as a dividend *in specie*, the Company will appropriate an amount from the retained earnings of the Company to match the amount of dividend to be declared. It is expected that the final appropriated amount will be based on the value of the Relevant HKT SSUs on the Completion Date. For illustrative purposes, assuming a closing price of HK\$10.24 per HKT SSU on the Completion Date, the amount to be appropriated (based on an exchange rate of HK\$5.539 : S\$1.00) would be approximately S\$245 million.

4.4 **Conditions to the Proposed Distribution.** The Proposed Distribution is subject to and conditional upon, *inter alia*:

- (i) the approval of Shareholders by way of an ordinary resolution for the Proposed Distribution (the “**Distribution Resolution**”) at the EGM pursuant to article 137 of the Constitution of the Company; and
- (ii) all other necessary waivers, consents and approvals from, *inter alia*, the SGX-ST and any other third parties as may be required or advisable in connection with the Proposed Distribution being obtained.

4.5 **Effect of the Proposed Distribution.** On completion of the Proposed Distribution:

- (i) the Company would directly hold 13,197,294 HKT SSUs, representing approximately 0.17% of the total number of HKT SSUs in issue as at the Latest Practicable Date, assuming that no Entitled Shareholder exercises the Cash Election. Entitled Shareholders would then hold PCRD Shares and the Relevant HKT SSUs; or
- (ii) the Company would have distributed approximately 117,352,111 HKT SSUs, representing approximately 1.55% of the total number of HKT SSUs in issue as at the

Latest Practicable Date, with a resultant holding of 28,252,693 HKT SSUs, representing approximately 0.37% of the HKT SSUs in issue as at the Latest Practicable Date, assuming that all Entitled Shareholders, other than Pacific Century Group Holdings Limited (“PCGH”) and its subsidiaries, elect to exercise the Cash Election and receive an amount in cash equivalent to the value of their entitlements to the Relevant HKT SSUs pursuant to the Proposed Distribution.

The Proposed Distribution will not result in any change to the issued and paid-up share capital of the Company after the Proposed Distribution or to the number of PCRD Shares held by each Shareholder.

The Company will deal with the balance of HKT SSUs remaining with the Company after the Proposed Distribution (including any resulting fractional HKT SSUs arising from the Proposed Distribution) in such manner as it deems fit (including, among others, retaining such HKT SSUs or selling such HKT SSUs).

4.6 **Taxation.** Shareholders should note that the following statements are not to be regarded as advice on the tax position of any Shareholder or on any tax implications arising from the Proposed Distribution. Shareholders who are in doubt as to their respective tax positions or any tax implications arising from the Proposed Distribution or who may be subject to tax in a jurisdiction outside Singapore should consult their own professional advisers.

(i) **Tax implications for Shareholders.** As the Company is tax resident in Singapore, dividends paid by the Company (whether paid in the form of cash or by way of distribution *in specie* of the Company’s assets) are tax exempt (one-tier) dividends which are exempt from Singapore income tax in the hands of the Shareholders. Accordingly, as the Proposed Distribution is a payment of a dividend *in specie* by the Company, it will be exempt from Singapore income tax when received by Shareholders.

(ii) **Stamp Duty.** The Company will bear stamp duty, if any, chargeable for the transfer of the Relevant HKT SSUs by the Company to Entitled Shareholders pursuant to the Proposed Distribution.

4.7 **PCGH Undertaking.** As at the Latest Practicable Date, PCGH holds, directly and indirectly, an interest in 2,347,042,230 PCRD Shares, representing approximately 88.63% of the PCRD Shares in issue as at the Latest Practicable Date. PCGH has undertaken to the Company that:

- (i) it will vote in favour of the Distribution Resolution at the EGM; and
- (ii) it will not exercise the Cash Election in respect of its entitlement to the Relevant HKT SSUs in connection with and pursuant to the Proposed Distribution.

5. PRO FORMA FINANCIAL EFFECTS OF THE PROPOSED DISTRIBUTION

5.1 **Bases and Assumptions.** The pro forma financial effects of the Proposed Distribution on the net asset value (“NAV”), net tangible asset value (“NTA”) and earnings of the PCRD Group have been prepared based on the Company’s audited consolidated financial statements for the financial year ended 31 December 2021 and the HKT FY2021 Financial Results, are prepared purely for illustrative purposes and do not reflect the future actual financial position of the PCRD Group following completion of the Proposed Distribution.

The pro forma financial effects have also been prepared based on, *inter alia*, the following assumptions:

- (i) for pro forma financial effects of the Proposed Distribution on the NTA and NAV of the PCRD Group, that the Proposed Distribution had been completed on 31 December 2021;
- (ii) for the pro forma financial effects of the Proposed Distribution on earnings of the PCRD Group, that the Proposed Distribution had been completed on 1 January 2021;
- (iii) the Proposed Distribution is effected at the carrying value of the Relevant HKT SSUs of approximately S\$241 million as recorded in the accounts of the Company as at 31 December 2021, assuming that no Entitled Shareholder exercises the Cash Election; and
- (iv) the Proposed Distribution is effected at the carrying value of the Relevant HKT SSUs of approximately S\$214 million as recorded in the accounts of the Company as at 31 December 2021 and a cash distribution of approximately S\$27 million assuming that all Entitled Shareholders, other than PCGH, elect to exercise the Cash Election and receive an amount in cash equivalent to the value of their entitlements to the Relevant HKT SSUs pursuant to the Proposed Distribution.

5.2 **NTA and NAV.** For illustrative purposes only, assuming that the Proposed Distribution had been completed on 31 December 2021, the pro forma financial effects of the Proposed Distribution on the NTA, NTA per PCRD Share, NAV, NAV per PCRD Share are as follows:

	Before the Proposed Distribution	After the Proposed Distribution (no Entitled Shareholders exercises the Cash Election)	After the Proposed Distribution (all Entitled Shareholders, other than PCGH, exercises the Cash Election)
NTA / NAV (S\$ million) ⁽¹⁾	737.3	496.2	496.2
NTA / NAV per PCRD Share ⁽²⁾ (S\$)	0.2784	0.1874	0.1874

Notes:

- (1) PCRD did not record any intangible assets in FY2021, and accordingly there is no difference between the NTA and the NAV of the PCRD Group for FY2021.
- (2) Based on 2,648,150,200 PCRD Shares in issue as at the Latest Practicable Date.

- 5.3 **Earnings.** For illustrative purposes only, assuming that the Proposed Distribution had been completed on 1 January 2021, the pro forma financial effects of the Proposed Distribution on the earnings per PCRD Share of the PCRD Group are as follows:

	Before the Proposed Distribution	After the Proposed Distribution (no Entitled Shareholders exercises the Cash Election)	After the Proposed Distribution (all Entitled Shareholders, other than PCGH, exercises the Cash Election)
Net profit attributable to Shareholders (S\$ million)	58.7	42.3	44.1
Earnings per PCRD Share ¹ (S\$)	2.22	1.60	1.67

Note:

(1) Based on 2,648,150,200 PCRD Shares in issue as at the Latest Practicable Date.

- 5.4 **Share Capital.** The Proposed Distribution will not have any impact on the number of PCRD Shares held by Shareholders after the Proposed Distribution or on the share capital of the Company.

6. ADMINISTRATIVE PROCEDURES FOR THE PROPOSED DISTRIBUTION

- 6.1 **Record Date and Entitlements.** Persons registered in the Register and Depositors whose Securities Accounts are credited with Shares as at the Record Date would be entitled to receive 0.05 HKT SSU for each PCRD Share held by them or on their behalf as at the Record Date, or if such Shareholders have exercised the Cash Election or are Excluded Overseas Shareholders who are deemed to exercise the Cash Election, a cash amount equivalent to the value of their entitlements to the Relevant HKT SSUs (approximately S\$0.0924 in cash for each PCRD Share held as at the Record Date, assuming that the closing price per HKT SSU on the Completion Date is HK\$10.24 and based on an exchange rate of HK\$5.539 : S\$1.00).

Subject to the Proposed Distribution being approved by Shareholders at the EGM, the Company will announce the Record Date as soon as practicable in order to determine the entitlements of each Shareholder to Relevant HKT SSUs.

- 6.2 **Election Form.** Following the Record Date, the Company will despatch an Election Form to all Entitled Shareholders (other than to the Excluded Overseas Shareholders who will not receive the Election Form, and who will be deemed to have exercised the Cash Election and will receive all (and not part of) their full entitlements to the Proposed Distribution in cash). Entitled Shareholders who intend to receive all (and not part of) their full entitlements to the Proposed Distribution in cash should read the Election Form carefully and exercise the Cash Election by completing and submitting the Election Form to the Company in accordance with the instructions specified therein. The Election Form must be received by CDP or the Share Registrar, as the case may be, before the expiry of the Election Period.

Excluded Overseas Shareholders will not be eligible to receive their pro-rata entitlements to the Relevant HKT SSUs pursuant to the Proposed Distribution. Accordingly, they will not receive the Election Form, will be deemed to have exercised the Cash Election, and will receive their full entitlements to the Proposed Distribution in cash in the same manner as the Entitled Shareholders who have exercised the Cash Election. Please refer to paragraph 6.6 for arrangements to be made for Excluded Overseas Shareholders.

IMPORTANT INFORMATION

ENTITLED SHAREHOLDERS (OTHER THAN EXCLUDED OVERSEAS SHAREHOLDERS) WHO DO NOT SUBMIT AN ELECTION FORM DURING THE ELECTION PERIOD WILL RECEIVE THEIR ENTITLEMENTS TO THE PROPOSED DISTRIBUTION IN THE FORM OF HKT SSUS IN SCRP. ENTITLED SHAREHOLDERS SHOULD NOTE THAT IF THEY WISH TO TRADE IN THE HKT SSUS, THEY WILL NEED TO HAVE AN ACCOUNT WITH A BROKERAGE LICENSED TO TRADE SECURITIES LISTED ON THE HKEX. ENTITLED SHAREHOLDERS SHOULD ALSO NOTE THAT THE HKT SSUS ARE TRADED ON THE HKEX IN BOARD LOTS OF 1,000 HKT SSUS AND THAT THEY MAY RECEIVE, PURSUANT TO THEIR ENTITLEMENTS TO THE PROPOSED DISTRIBUTION, SUCH NUMBER OF HKT SSUS WHICH ARE LESS THAN THE REQUISITE BOARD LOT OF 1,000 HKT SSUS AND IT MAY THEREFORE BE UNECONOMICAL TO TRADE SUCH HKT SSUS. ENTITLED SHAREHOLDERS WHO DO NOT HAVE A BROKERAGE ACCOUNT OR WHOSE ENTITLEMENTS ARE LESS THAN THE REQUISITE BOARD LOT OF 1,000 HKT SSUS SHOULD GIVE CAREFUL CONSIDERATION AS TO WHETHER THEY WOULD BENEFIT BY EXERCISING THE CASH ELECTION IN RESPECT OF THEIR ENTITLEMENTS TO THE PROPOSED DISTRIBUTION.

- 6.3 **Depositors.** In the case of Entitled Shareholders who are Depositors, entitlements to the Proposed Distribution will be determined on the basis of the number of PCRD Shares standing to the credit of their respective Securities Accounts as at the Record Date.

Entitled Shareholders who are Depositors:

- (i) and who have exercised the Cash Election, or who are Excluded Overseas Shareholders, will have cheques for payment, in Singapore dollars, of their respective full entitlements to the Proposed Distribution, despatched to them by CDP by ordinary post at their own risk, or will receive payment in such other manner as they may have agreed with CDP for the payment of dividends or other distributions, within 15 Market Days of the Completion Date; or
- (ii) who have not exercised the Cash Election and who are not Excluded Overseas Shareholders, will be sent the certificate(s) representing the number of Relevant HKT SSUs that they are entitled to receive pursuant to the Proposed Distribution by ordinary post at their own risk within 15 Market Days of the Completion Date.

- 6.4 **Scrip Shareholders.** In the case of Entitled Shareholders who hold PCRD Shares registered in their own names in the Register, entitlements to the Relevant HKT SSUs will be determined on the basis of their holdings of Shares in the Register as at the Record Date.

Entitled Shareholders who are not Depositors:

- (i) and who have exercised the Cash Election, or who are Excluded Overseas Shareholders, will receive cheques for payment, in Singapore dollars, of their respective full entitlements to the Proposed Distribution, despatched to them by ordinary post at their own risk, within 15 Market Days of the Completion Date; or
- (ii) who have not exercised the Cash Election and who are not Excluded Overseas Shareholders, will have their names and the relevant number of Relevant HKT SSUs to be distributed to such Shareholder entered into the register(s) of HKT and the certificates in respect of the Relevant HKT SSUs will be sent to them by ordinary post at their own risk to their address stated in the Register within 15 Market Days of the Completion Date.

Shareholders not being Depositors may wish to deposit their PCRD Shares with CDP prior to the Record Date. To do this, they must deliver their existing share certificates in respect of their PCRD Shares, together with the duly executed instruments of transfer in favour of CDP, at least 12 Market Days prior to the Record Date in order for their Securities Accounts maintained with CDP to be credited with the relevant PCRD Shares prior to the Record Date.

- 6.5 **Investors who hold PCRD Shares through a Depository Agent, Finance Company, SRS or CPF.** In the case of investors (for example, sub-account holders, SRS Investors, CPF Investors) who hold PCRD Shares through a Depository Agent or finance company (including SRS Operators and/or CPF Agent Banks) (the “**Beneficial Holders**”), the entitlements to the Relevant HKT SSUs will be determined based on the number of PCRD Shares held by the Depository Agents or the finance companies (including SRS Operators and/or CPF Agent Banks) (as the case may be) on behalf of each Beneficial Holder as at the Record Date. An Election Form will be despatched to the Depository Agents and the finance companies (including SRS Operators and/or the CPF Agent Banks) to enable them to indicate the number of PCRD Shares in respect of which the Beneficial Holders have exercised the Cash Election and the number of PCRD Shares in respect of which the Cash Election has not been exercised. By completing and returning the Election Form, the Depository Agents and the finance companies (including SRS Operators and/or CPF Agent Banks) will be required to confirm and represent that:

- (i) the Cash Election has been exercised in respect of the relevant Beneficial Holders’ entire (and not part of their) pro-rata entitlements to the Proposed Distribution; and
- (ii) the Beneficial Holders who do not exercise the Cash Election and who will be receiving their pro-rata entitlements to the Proposed Distribution *in specie* are persons to whom the Proposed Distribution *in specie* may be lawfully made.

- 6.6 **Overseas Shareholders.** An Entitled Shareholder will be regarded as an Overseas Shareholder if his/her/its registered address on the Register or the Depository Register (as the case may be) is not in Singapore as at the Record Date. Shareholders who wish to change their registered address on the Register or the Depository Register (as the case may be) to provide an address in Singapore in substitution thereof prior to the Record Date may do so by

sending a notice in writing to the Share Registrar (in the case of a change of address on the Register) or CDP (in the case of a change of address on the Depository Register), respectively not later than three Market Days prior to the Record Date.

The circulation of this Circular and the distribution of the Relevant HKT SSUs pursuant to the Proposed Distribution may be prohibited or restricted (either absolutely or subject to various securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. Overseas Shareholders are required to inform themselves and to observe any such prohibition or restriction at their own expense and without any liability to the Company.

Where the Board is of the view that the distribution of the Relevant HKT SSUs to any Entitled Shareholders who are Overseas Shareholders may infringe any relevant foreign law or may necessitate compliance with conditions or requirements which they, in their sole discretion, regard as onerous by reason of costs, delay or otherwise, the Relevant HKT SSUs which such Overseas Shareholders would have been entitled to pursuant to the Proposed Distribution will not be distributed to such Overseas Shareholders (such Shareholders, “**Excluded Overseas Shareholders**”). Excluded Overseas Shareholders will not receive the Election Form, will be deemed to have exercised the Cash Election, and will be entitled to receive their pro-rata entitlements to the Proposed Distribution in cash in respect of the PCRD Shares held by them as at the Record Date as described in paragraph 6.2. No Excluded Overseas Shareholders shall have any claim whatsoever against the Company, HKT and/or the HKT Trust in connection therewith.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

7.1 **Interest in Proposed Distribution.** Save as disclosed in this Circular, none of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Distribution, other than through their respective direct or indirect shareholdings (if any) in the Company.

7.2 **Interests of Directors in PCRD Shares.** The interests of Directors in PCRD Shares as recorded in the register of directors’ shareholdings of the Company as at the Latest Practicable Date are set out below:

Directors	Direct Interest	Number of Shares		% of Issued Shares
		Deemed Interest	Total Interest	
Richard Li Tzar Kai ⁽¹⁾	-	28,167,000	28,167,000	1.064
Francis Yuen Tin Fan	-	-	-	-
Peter A. Allen	5,010,000	-	5,010,000	0.189
Frances Wong Waikwun	-	-	-	-
Laura Deal Lacey	-	-	-	-
W. Michael Verge	-	-	-	-
Christopher John Fossick	-	-	-	-
Yeo Wee Kiong	-	-	-	-

Note:

- (1) Mr Richard Li Tzar Kai is deemed to be interested in 28,167,000 Shares held by Hopestar Holdings Limited, a company which is 100% owned by Mr Richard Li Tzar Kai.

7.3 Interests of Substantial Shareholders in PCRD Shares. The interests of substantial shareholders in the PCRD Shares as recorded in the register of substantial shareholders of the Company as at the Latest Practicable Date are set out below:

Substantial Shareholders	Direct Interest	Number of Shares		% of Issued Shares
		Deemed Interest	Total Interest	
Jenny W.L. Fung ⁽¹⁾	-	2,347,042,230	2,347,042,230	88.629
Lester Huang ⁽¹⁾	-	2,347,042,230	2,347,042,230	88.629
OS Holdings Limited ⁽¹⁾	-	2,347,042,230	2,347,042,230	88.629
Ocean Star Management Limited ⁽¹⁾	-	2,347,042,230	2,347,042,230	88.629
The Ocean Trust ⁽¹⁾	-	2,347,042,230	2,347,042,230	88.629
The Ocean Unit Trust ⁽¹⁾	-	2,347,042,230	2,347,042,230	88.629
The Starlite Trust ⁽¹⁾	-	2,347,042,230	2,347,042,230	88.629
The Starlite Unit Trust ⁽¹⁾	-	2,347,042,230	2,347,042,230	88.629
PCGH ⁽²⁾	200,000	2,346,842,230	2,347,042,230	88.629
Pacific Century International Limited ⁽³⁾	-	2,330,058,230	2,330,058,230	87.988
Pacific Century Group (Cayman Islands) Limited ⁽⁴⁾	1,160,991,050	1,169,067,180	2,330,058,230	87.988
Anglang Investments Limited	1,169,067,180	-	1,169,067,180	44.147

Notes:

- (1) In April 2004, Mr Richard Li Tzar Kai transferred his entire beneficial interest in PCGH to Ocean Star Management Limited as trustee holding for and on behalf of The Ocean Unit Trust and The Starlite Unit Trust. All the issued units of each of The Ocean Unit Trust and The Starlite Unit Trust are held by Star Ocean Ultimate Limited as trustee for and on behalf of The Ocean Trust and The Starlite Trust respectively. Ocean Star Management Limited is the wholly-owned subsidiary of OS Holdings Limited. Ms Jenny W.L. Fung and Mr Lester Huang each holds more than 20% of the shares of OS Holdings Limited. Each of The Ocean Trust, The Starlite Trust, The Ocean Unit Trust, The Starlite Unit Trust, Ms Jenny W.L. Fung, Mr Lester Huang, OS Holdings Limited and Ocean Star Management Limited is deemed to have an interest in 2,347,042,230 Shares through PCGH (see Note 2).
- (2) PCGH has a direct interest in 200,000 Shares. PCGH is also deemed to be interested in (i) the 16,784,000 Shares held by its wholly-owned subsidiary, Borsington Limited (ii) the 1,169,067,180 Shares held by Anglang Investments Limited and (iii) the 1,160,991,050 Shares held by Pacific Century Group (Cayman Islands) Limited.
- (3) Pacific Century International Limited is deemed to be interested in (i) the 1,169,067,180 Shares held by Anglang Investments Limited and (ii) the 1,160,991,050 Shares held by Pacific Century Group (Cayman Islands) Limited.

⁽⁴⁾ Pacific Century Group (Cayman Islands) Limited is deemed to be interested in the 1,169,067,180 Shares held by Anglang Investments Limited.

8. DIRECTORS' RECOMMENDATION

Having considered the terms of and the rationale for the Proposed Distribution, Directors are of the opinion that the Proposed Distribution is in the best interests of the Company and its Shareholders. Accordingly, Directors recommend that Shareholders vote in favour of the Distribution Resolution at the EGM.

Shareholders are advised to read this Circular carefully in its entirety, including the portions relating the rationale, details and financial effects of the Proposed Distribution.

Shareholders are advised to take particular and careful note of the Important Information at paragraph 6.2 on page 14 of this Circular.

In giving the above recommendation, Directors have not had regard to the specific investment objectives, financial situation, tax position or unique constraints of any individual Shareholder. As Shareholders would have different investment objectives, Directors recommend that any individual Shareholder who may require specific advice in relation to his or her specific investment objectives or portfolio should consult his or her stockbroker, bank, solicitor, accountant, tax adviser or other professional advisers.

9. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is given on pages I to III of this Circular, will be held at Raffles Town Club, Dunearn Room III, Level 1, 1 Plymouth Avenue, Singapore 297753 on 10 October 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without any modification, the ordinary resolution relating to the Proposed Distribution set out in the Notice of EGM.

10. ACTION TO BE TAKEN BY SHAREHOLDERS

- 10.1 Appointment of Proxies.** If a Shareholder is unable to attend the EGM and wishes to appoint a proxy(ies) to attend, speak and/or vote on his behalf at the EGM, he/she should complete, sign and return the accompanying Proxy Form in accordance with the instructions thereon as soon as possible and, in any event, so as to reach the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., (if submitted by post) at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632, or (if submitted via email) at srs.teamc@boardroomlimited.com, in either case, not later than 72 hours before the time appointed for the EGM. Completion and return of the Proxy Form by a Shareholder will not prevent him from attending, speaking and voting at the EGM if he so wishes. The appointment of the proxy(ies) shall be deemed to be revoked if a Shareholder attends the EGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the EGM.

The Proxy Form may be accessed at the Company's website at the URL <https://www.pcrd.com> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. SRS and CPF Investors who wish to appoint the Chairman of the EGM as proxy should

approach their respective SRS Operator and/or CPF Agent Bank to submit their voting instructions by 5.00 p.m. on 28 September 2022.

- 10.2 **When a Depositor is regarded as a Shareholder.** A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as at 72 hours before the time appointed for the EGM.

11. **RESPONSIBILITY STATEMENT**

Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that after making all reasonable enquiries, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Distribution and the PCRD Group and Directors are not aware of any fact the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of Directors has been to ensure that such information has been accurately and correctly extracted from such sources and/or reproduced in this Circular in its proper form and context.

12. **DOCUMENTS FOR INSPECTION**

The following documents are available for inspection at the registered office of the Company at 50 Raffles Place #35-01, Singapore Land Tower, Singapore 048623 during normal business hours from the date of this Circular up to the date of the EGM:

- (i) the annual report of the Company for FY2021;
- (ii) the unaudited consolidated financial statements of the Company for the six months ended 30 June 2022;
- (iii) the Constitution of the Company; and
- (iv) the annual report of HKT for FY2021.

Yours faithfully

For and on behalf of the Board of Directors of

PACIFIC CENTURY REGIONAL DEVELOPMENTS LIMITED

Richard Li Tzar Kai
Chairman

PACIFIC CENTURY REGIONAL DEVELOPMENTS LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 196300381N

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Pacific Century Regional Developments Limited (the “**Company**”) will be convened and held at Raffles Town Club, Dunearn Room III, Level 1, 1 Plymouth Avenue, Singapore 297753 on 10 October 2022 at 10:00 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution which will be proposed as an Ordinary Resolution. All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the Company’s circular to shareholders dated 25 September 2022 in relation to the Proposed Distribution (the “**Circular**”).

ORDINARY RESOLUTION

That:

- (i) approval be and is hereby given for the Company to make a distribution (the “**Proposed Distribution**”) of 132,407,510 share stapled units jointly issued by the HKT Trust and HKT Limited (the “**HKT SSUs**”) held by the Company to shareholders of the Company (the “**Shareholders**” and each a “**Shareholder**”), by way of a dividend *in specie* on a pro rata basis to all Shareholders as at a time and date to be determined by the Directors of the Company for the purposes of determining the entitlement of the Shareholders to the Proposed Distribution (the “**Record Date**” and such Shareholders who hold ordinary shares in the capital of the Company as at the Record Date, the “**Entitled Shareholders**”), fractional entitlements to be disregarded, free of encumbrances and together with all rights attaching thereto on and from the date the Proposed Distribution is completed, on and subject to the terms of the Circular, except that for practical reasons and in order to avoid violating applicable securities laws outside Singapore, or where the Directors of the Company are of the view that such distribution may infringe any foreign law or may necessitate compliance with conditions or requirements which the Directors of the Company, in their absolute discretion, regard as onerous or impracticable by reason of costs, delay or otherwise, the Directors of the Company reserve the discretion not to distribute the HKT SSUs to any Entitled Shareholder whose registered address as at the Record Date (as appearing in the Register of Holders of Ordinary Shares of the Company or in the Depository Register maintained by The Central Depository (Pte) Limited) is outside Singapore (the “**Overseas Shareholder**”) and to deal with such HKT SSUs in the manner set out in paragraph (ii) below;
- (ii) where the Directors of the Company decide not to distribute the HKT SSUs to any Overseas Shareholder, such Overseas Shareholder shall be deemed to have exercised the Cash Election (as defined in the Circular) and shall receive an amount in cash equivalent to the value of their entitlements to the Relevant HKT SSUs pursuant to the Proposed Distribution;
- (iii) the Directors of the Company and/or any of them be and are hereby authorised to determine the amount to be appropriated out of the retained profits and/or distributable reserves of the Company to meet the value of the HKT SSUs to be distributed to Shareholders;
- (iv) any resultant fractional HKT SSUs be aggregated and held by the Company for future disposal, and the Directors and/or any of them be and are hereby authorised to deal with the HKT SSUs remaining with the Company after the Proposed Distribution in such manner as they deem fit; and
- (v) the Directors and/or any of them be and are hereby authorised to do all acts and things and to execute all such documents (including, but not limited to, any transfer form(s) for and on behalf of any Shareholder for the purposes of effecting the Proposed Distribution) as they or he or she may consider necessary or expedient to give effect to the transactions contemplated and/or authorised by this Resolution.

BY ORDER OF THE BOARD

Lim Beng Jin
Company Secretary
Singapore, 25 September 2022

Notes:

1. The EGM will be held, in a wholly physical format, at Raffles Town Club, Dunearn Room III, Level 1, 1 Plymouth Avenue, Singapore 297753 on 10 October 2022 at 10:00 a.m. (Singapore time), pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **There will be no option for members to participate virtually.** Printed copies of this Notice will not be sent by post to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's website at the URL <https://www.pcrd.com> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
 2. The Company will be implementing COVID-19 vaccination-differentiated safe management measures at the EGM (requiring that all attendees must be fully vaccinated, recovered from COVID-19 in the past 180 days, or medically ineligible for vaccination) and/or any other safe management measures as may be required or recommended under any regulations, directives, measures or guidelines that may be issued from time to time by any government or regulatory agency in light of the COVID-19 situation in Singapore. Members should check the Company's website at the URL <https://www.pcrd.com> or the SGX website at the URL <https://www.sgx.com/securities/company-announcements> for the latest updates.
 3. Arrangements relating to attendance at the EGM, submission of questions to the Chairman of the Meeting in advance of, or at, the EGM, addressing of substantial and relevant questions in advance of, or at, the EGM, and voting at the EGM by members or their duly appointed proxy(ies), are set out in the Company's accompanying announcement dated 25 September 2022. This announcement may be accessed at the Company's website at the URL <https://www.pcrd.com> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
 4.
 - (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
- "Relevant intermediary"** has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
- A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.
5. A proxy need not be a member of the Company.
 6. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at srs.teamc@boardroomlimited.com,in either case, not less than 72 hours before the time appointed for holding the EGM.
 7. Completion and return of the instrument appointing a proxy(ies) by a member will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of the proxy(ies) for the EGM will be deemed to be revoked if the member attends the EGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the EGM.
 8. Printed copies of the accompanying proxy form for the EGM will not be sent by post to members. The proxy form may be accessed at the Company's website at the URL <https://www.pcrd.com> or the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

9. CPF/SRS Investors who hold shares of the Company through CPF Agent Banks/SRS Operators:
- (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes by 5:00 p.m. on 28 September 2022.
10. The Circular to Shareholders dated 25 September 2022 (in relation to the proposed distribution *in specie*) may be accessed at the Company's website at the URL <https://www.pcrd.com> by clicking on the hyperlink "Circular to Shareholders" under "Key Announcements and Notices" for Year 2022. The Circular to Shareholders dated 25 September 2022 may also be accessed on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"); (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

PACIFIC CENTURY REGIONAL DEVELOPMENTS LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 196300381N

PROXY FORM EXTRAORDINARY GENERAL MEETING

IMPORTANT:

- The Extraordinary General Meeting ("EGM") will be held, in a wholly physical format, at Raffles Town Club, Dunearn Room III, Level 1, 1 Plymouth Avenue, Singapore 297753 on 10 October 2022 at 10:00 a.m. (Singapore time), pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **There will be no option for members to participate virtually.** Printed copies of the Notice of EGM dated 25 September 2022 will not be sent by post to members. The Notice of EGM will be sent to members by electronic means via publication on the Company's website at the URL <https://www.pcrd.com> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- Arrangements relating to attendance at the EGM, submission of questions to the Chairman of the Meeting in advance of, or at, the EGM, addressing of substantial and relevant questions in advance of, or at, the EGM, and voting at the EGM by the member or his duly appointed proxy(ies), are set out in the Company's accompanying announcement dated 25 September 2022. This announcement may be accessed at the Company's website at the URL <https://www.pcrd.com> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- This proxy form is for use by members wishing to appoint a proxy(ies) for the EGM. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).
- This proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF/SRS Investors who hold shares of the Company through CPF Agent Banks/SRS Operators. CPF/SRS Investors:
 - may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
 - may appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes by 5:00 p.m. on 28 September 2022.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 25 September 2022.

*I/We, _____ (Name) _____ (NRIC/Passport/Co. Reg. No.)

of _____ (Address)

being a *member/members of Pacific Century Regional Developments Limited (the "**Company**"), hereby appoint the following person(s) #:

Name	NRIC/Passport Number	Proportion of Shareholdings	
		Number of Shares	%
Address			

*and/or

Name	NRIC/Passport Number	Proportion of Shareholdings	
		Number of Shares	%
Address			

*or failing him/them, the Chairman of the Meeting or such other person as may be designated by the Chairman of the Meeting, as *my/our *proxy/proxies to attend, speak and vote for *me/us on *my/our behalf at the EGM of the Company to be held at Raffles Town Club, Dunearn Room III, Level 1, 1 Plymouth Avenue, Singapore 297753 on Monday, 10 October 2022 at 10:00 a.m. (Singapore time) and at any adjournment thereof.

The Chairman of the Meeting intends to cast undirected proxy votes in favour of the proposed resolution. Where the Chairman of the Meeting is appointed as *my/our *proxy/proxies, *I/we acknowledge that the Chairman of the Meeting may exercise *my/our vote(s) even if he has an interest in the outcome of the resolution.

*I/We direct *my/our *proxy/proxies to vote for or against, or to abstain from voting on, the ordinary resolution to be proposed at the EGM as set out hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, *my/our *proxy/proxies will vote or abstain from voting at *his/their discretion.

Ordinary Resolution	For**	Against**	Abstain**
To approve the Proposed Distribution			

Where a member of the Company who is a relevant intermediary appoints more than two proxies, such member's form of proxy should include the names of all proxies, including the number and class of shares in relation to which each proxy has been appointed, in a separate attachment accompanying this form of proxy.

* Delete where applicable.

** Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" the resolution, please tick (✓) within the "For" or "Against" box provided. Alternatively, if you wish to exercise your votes both "For" and "Against" the resolution, please indicate the number of shares "For" or "Against" in the relevant boxes provided. If you wish your proxy(ies) to abstain from voting on the resolution, please tick (✓) within the "Abstain" box provided. Alternatively, please indicate the number of shares that your proxy(ies) is directed to abstain from voting in the "Abstain" box provided. In any other case, your proxy(ies) may vote or abstain from voting at his/their discretion if no specific direction as to voting is given, and on any other matter arising at the EGM and at any adjournment thereof.

Dated this _____ day of _____ 2022.

Signature(s) of Member(s) or Common Seal

Shares in:	No. of Shares
(i) CDP Register	
(ii) Register of Members	
Total:	

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS FORM

Notes:

1. A member should insert the total number of shares held. If such member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited ("CDP")), he should insert that number of shares. If such member has shares entered against his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If such member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares entered against his name in the Depository Register and registered in his name in the Register of Members. If no number is inserted, the instrument appointing a proxy(ies) shall be deemed to relate to all the shares held by such member.
2. Printed copies of this proxy form for the EGM will not be sent by post to members. This proxy form may be accessed at the Company's website at the URL <https://www.pcrd.com> or the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore (the "**Act**").

A member can appoint the Chairman of the Meeting as his proxy, but this is not mandatory.

4. A proxy need not be a member of the Company.
5. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit as its representative at the EGM in accordance with Section 179 of the Act.
6. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at srs.teamc@boardroomlimited.com,in either case, not less than 72 hours before the time appointed for holding the EGM.
7. The instrument appointing a proxy(ies) must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its seal or under the hand of its officer or attorney duly authorised. Where an instrument appointing a proxy(ies) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument appointing a proxy(ies) is submitted by post, be lodged with the instrument of proxy or, if the instrument appointing a proxy(ies) is submitted electronically via email, be emailed with the instrument of proxy, failing which the instrument may be treated as invalid.
8. Completion and return of the instrument appointing a proxy(ies) by a member will not prevent him from attending, speaking and voting at the EGM if he so wishes. The appointment of the proxy(ies) for the EGM will be deemed to be revoked if the member attends the EGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the EGM.
9. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders.

General:

The Company shall be entitled to reject an instrument appointing a proxy(ies) if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy(ies) (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy(ies) lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by CDP to the Company.