PCCW LIMITED ("PCCW" OR THE "COMPANY")

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0008)

REGULATORY COMPLIANCE COMMITTEE

<u>TERMS OF REFERENCE</u>

Revised and approved by the Board of Directors of the Company on 19 November 2015 and effective on 14 December 2015

Constitution

1. The Board of the Company (the "Board") resolved on 3 May 2012 to establish a committee of the Board to be known as the Regulatory Compliance Committee (the "Committee").

   [Note for clarification: With effect from the listing date of the HKT Trust and HKT Limited in November 2011, the Regulatory Compliance Committee of HKT Limited took over the work of this Committee (which was originally established on 13 October 2000 and re-constituted on 3 May 2012) with respect to telecommunications matters.]

Objective and Role

2. The primary objectives of the Committee are to:

   (a) ensure that all dealings of the PCCW Group with the CKH Holdings Group, the CK Property Group and Hong Kong Economic Journal Company Limited ("HKEJ") are on arm's-length terms;

   (b) monitor PCCW's relationship with CK Hutchison Holdings Limited ("CKH Holdings") and Cheung Kong Property Holdings Limited ("CK Property"), the relationship between PCCW Media Limited ("PCCW Media") and Metro Broadcast Corporation Limited ("Metro"), the relationship between PCCW Media and TOM Group Limited ("TOM"), and the relationship between PCCW and PCCW Media (on the one hand) and HKEJ in order to ensure that each of PCCW, PCCW Media, CKH Holdings, CK Property, Metro, TOM and HKEJ and their respective associates are not engaged in any anti-competitive conduct, being conduct that in the reasonable opinion of the competition authority(ies) has the object or effect of preventing, distorting or restricting competition in Hong Kong as provided for in the Competition Ordinance; and

   (c) ensure the Company's general compliance with regulatory obligations.

Membership

3. The members of the Committee shall be appointed by the Board and shall consist of at least two members from amongst the executive and non-executive directors of the Company, but excluding Mr Richard Li; and including at least one independent director of the Company.

4. The Chairman of the Committee shall be appointed by the Board.

5. The Committee shall be supported by the Company Secretary of the Company.

Attendance at Meetings

6. The Committee may invite any director, member of senior management or other individual to attend meetings of the Committee as it considers appropriate.

7. The Company Secretary of the Company or his or her nominee shall be the Secretary of the Committee.

Frequency of Meetings

8. Meetings shall be held at such times as the Committee determines is appropriate to carry out its responsibilities.

Authority

9. The Committee is authorized to seek any information it requires from any employee in order to perform its duties.

10. In connection with its duties, the Committee is authorized to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference if it considers necessary.

Duties

11. In addition to any other responsibilities which may be assigned from time to time by the Board, the duties of the Committee shall be:

    (a) to review and monitor all dealings of the Company and its associates and affiliates with the CKH Holdings Group and the CK Property Group, including to monitor the relationship of PCCW with CKH Holdings and CK Property, the relationship between PCCW Media and Metro, the relationship between PCCW Media and TOM, and the relationship between PCCW and PCCW Media (on the one hand) and HKEJ, including to oversee and monitor the procedures on the relevant reporting and monitoring system; and

    (b) to review and monitor the Company's general compliance with regulatory obligations.

Meeting Procedures

12. The meetings and proceedings of the Committee shall be governed by the provisions of the Company's articles of association for regulating the meetings and proceedings of the Board, except for otherwise determined by the Board from time to time.

13. The quorum for meetings shall be two members of the Committee.

Reporting Procedures

14. The Committee shall report to the Board concerning its activities, either orally or in writing, at regular meetings of the Board or at other times or occasions where necessary.

15. The Secretary of the Committee shall arrange to distribute the minutes of meetings / written resolutions of the Committee to the Board members.

Frequency of Review

16. These Terms of Reference shall be reviewed when necessary, and can be revised by the Board from time to time.

PCCW MEDIA LIMITED (THE "COMPANY")

REGULATORY COMPLIANCE COMMITTEE

TERMS OF REFERENCE

Revised and approved by the Board of Directors on 19 November 2015 and effective on 14 December 2015

Constitution

1. The Board of the Company (the "Board"), an indirect wholly-owned subsidiary of PCCW Limited ("PCCW"), resolved on 14 December 2000 to establish a committee of the Board to be known as the Regulatory Compliance Committee (the "Committee").

Objective and Role

2. The primary objectives of the Committee are to:

    (a) ensure that all dealings of the Company and its associates and affiliates with the CKH Holdings Group and the CK Property Group are on arm's-length terms;

    (b) monitor PCCW's relationship with CK Hutchison Holdings Limited ("CKH Holdings") and Cheung Kong Property Holdings Limited ("CK Property"), the relationship between the Company and Metro Broadcast Corporation Limited ("Metro"), and the relationship between the Company and TOM Group Limited ("TOM") in order to ensure that each of PCCW, the Company, CKH Holdings, CK Property, Metro and TOM and their respective associates are not engaged in any anti-competitive conduct, being conduct that in the reasonable opinion of the competition authority(ies) has the object or effect of preventing, distorting or restricting competition in Hong Kong as provided for in the Competition Ordinance;

    (c) monitor all dealings by the Company with the Hong Kong Economic Journal Company Limited ("HKEJ") and to ensure that all dealings between the Company and HKEJ are on an arm's-length basis and specifically

        (i) to ensure that there is no influence by HKEJ over the program content of the Company and no influence by the Company over the editorial content of HKEJ, and
        (ii) to ensure that there is no anti-competitive conduct on the part of the Company and HKEJ, and to ensure that all dealings between the Company and HKEJ are not anti-competitive under the Competition Ordinance;

    (d) monitor disqualified person matters in relation to the Company; and

    (e) ensure the Company's general compliance with regulatory obligations.

Membership

3. The members of the Committee shall be appointed by the Board and shall consist of at least two members. The members shall consist of members of the senior management (excluding Mr. Li Tzar-kai, Richard) and independent directors of PCCW Limited.

4. The Chairman of the Committee shall be appointed by the Board.

5. The Committee shall be supported by the Company Secretary of the Company.

Attendance at Meetings

6. The Committee may invite any director or member of senior management of the Company and PCCW or other individual to attend meetings of the Committee as it considers appropriate.

7. The Company Secretary of the Company or his or her nominee shall be the Secretary of the Committee.

Frequency of Meetings

8. Meetings shall be held at such times as the Committee determines is appropriate to carry out its responsibilities.

Authority

9. The Committee is authorized to seek any information it requires from any employee in order to perform its duties.

10. In connection with its duties, the Committee is authorized to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference if it considers necessary.

Duties

11. In addition to any other responsibilities which may be assigned from time to time by the Board, the duties of the Committee shall be:

    (a) to review and monitor all dealings of the Company and its associates and affiliates with the CKH Holdings Group and the CK Property Group, including to monitor the relationship of PCCW with CKH Holdings and CK Property, the relationship between the Company and Metro, the relationship between the Company and TOM, and the relationship between the Company and HKEJ including to oversee and monitor the procedures on the relevant reporting and monitoring system; and

    (b) to review and monitor the Company's general compliance with regulatory obligations.

Meeting Procedures

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

13. The quorum for meetings shall be two.

Reporting Procedures

14. The Committee shall report to the Board and/or to such person determined by the Board concerning its activities, either orally or in writing, when necessary.

15. The Secretary of the Committee shall arrange to distribute the minutes of meetings / written resolutions of the Committee to such person determined by the Board.

Frequency of Review

16. These Terms of Reference shall be reviewed when necessary, and can be revised by the Board from time to time.