



# ANNUAL REPORT 2023

Stock Code: 0008



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## ABOUT PCCW

PCCW is a global company headquartered in Hong Kong which holds interests in telecommunications, media, IT solutions, property development and investment, and other businesses.

The Company holds a majority stake in the HKT Trust and HKT Limited, Hong Kong's premier telecommunications service provider and leading operator of fixed-line, broadband, mobile communication and media entertainment services. HKT delivers end-to-end integrated solutions employing emerging technologies to assist enterprises in transforming their businesses. HKT has also built a digital ecosystem integrating its loyalty programme, e-commerce, travel, insurance, big data analytics, fintech and healthtech services to deepen its relationship with customers.

PCCW owns a fully integrated multimedia and entertainment group in Hong Kong engaged in the provision of over-the-top (OTT) video service locally and in other regions, as well as content production, artiste management and the event business.

Through HK Television Entertainment Company Limited, PCCW also operates a domestic free TV service in Hong Kong.

In addition, PCCW holds a stake in Pacific Century Premium Developments Limited and other overseas investments.





### TECHNOLOGY ECOSYSTEM

HKT is a technology, media, and telecommunication leader with more than 150 years of history in Hong Kong. As the city's true 5G provider, HKT connects businesses and people locally and globally. Our end-to-end enterprise solutions make us a market-leading digital transformation partner of choice for businesses, whereas our comprehensive mobile communication and smart living offerings enrich people's lives and cater for their diverse needs for work, entertainment, education, well-being, and even a sustainable low-carbon lifestyle. Together with our digital ventures which support digital economy development and help connect Hong Kong to the world as an international financial centre, HKT endeavours to contribute to smart city development and help our community tech forward.

### MULTIMEDIA AND ENTERTAINMENT

PCCW owns a fully integrated multimedia and entertainment group in Hong Kong engaged in the provision of over-the-top (OTT) video service locally and in other regions, as well as content production, artiste management and the event business.

Through HK Television Entertainment Company Limited, PCCW also operates a domestic free TV service in Hong Kong.

Viu, PCCW's leading pan-regional OTT video streaming service, is available in 16 markets across Asia, the Middle East and South Africa, with 62.4 million monthly active users (MAUs) as at the end of 2023.



The Viu service is available to consumers through a dual model with an ad-supported free tier and a premium subscription tier (consisting of different subscription options). Viu offers premium TV series, movies and lifestyle programmes in different genres from top content providers, in local and regional languages with subtitles. It also produces premium original productions under the brand “Viu Original”.

In addition, Viu International Limited, through its subsidiary Moov (Hong Kong) Limited, also operates MOOV, a popular digital music streaming and live music concerts service in Hong Kong.

Domestic free TV service ViuTV is dedicated to bringing Hong Kong audiences a huge variety of television entertainment via its Cantonese channel 99 and English language channel 96 (ViuTVsix). With 24-hour daily broadcast of

factual entertainment, variety shows, drama, travelogue, infotainment, news and sports programmes, ViuTV has established itself as the epitome of high quality, creative local TV production in Hong Kong. On the other hand, ViuTVsix provides top-notch television programmes from around the world.

MakerVille, the content creation and talent management arm under the PCCW Media Group, is committed to creating quality content that appeals to viewers in Hong Kong and around the world. MakerVille endeavours to expand its production and distribution businesses across different media platforms in Asia and beyond by connecting creative talent from Hong Kong and abroad. Its MakeALive platform empowers performers to organise large-scale concerts and entertainment events that could be live streamed to break the geographic barrier among audiences.

## STATEMENT FROM THE CHAIRMAN

Despite challenging economic conditions in 2023, PCCW succeeded in delivering stable operating performance, underpinned by substantial progress in both its regional over-the-top (OTT) and free TV media businesses, as well as HKT's resilient operations.

Viu, our pan-regional OTT video-streaming service, retained its leadership position in Southeast Asian markets. This achievement was made possible by our robust monetisation model, encompassing subscription and advertising tiers, along with our well-balanced content pipeline and continuous ecosystem expansion. As a result, our subscription revenue increased by 32%, Viu's total revenue grew by 27%, and the EBITDA of our OTT business more than tripled. Looking ahead, our focus will be on enhancing engagement with our premium user base to optimise value and profitability.

During the year, we added to our popular Korean programmes by expanding our portfolio of locally produced content that resonates with the regional audience. Additionally, we introduced advertiser-supported projects to tap into new revenue streams.

In the face of a gradual slow-down in TV advertising, ViuTV was able to secure cross-industry premium sponsors that bolstered our revenue, which highlights the appeal of our audience base. To address the market's shift towards digital, we drove engagement to sustain online membership growth. Building on a wide array of successful concerts in 2023, our event and artiste management business extended its regional presence by hosting shows for global talent outside of Hong Kong and distributing our in-house and co-produced content internationally. MakeALive, the streaming platform for online and live events, also expanded to five Asian markets.

Our consumer mobile business benefited from the comeback of roaming services, with consumer outbound roaming revenue in the second half of 2023 reaching 95% of pre-pandemic levels. As 5G penetration reached 41% of our post-paid base, we pioneered 5G Standalone (SA) and mmWave technology for live broadcast. We also launched 1010 HOME to extend privileges for our loyal customers across mobile, broadband, pay TV and Smart Living.

In broadband, our 10G network now covers 2.4 million households, ready to address the ever-growing demand for connectivity which has been demonstrated by the significant uptake of our 2500M service. With the government's support, we built optic-fibre cables to improve connectivity in remote areas, including Lamma Island.

Now TV added OTT service options, allowing users to access live and on-demand content on multiple devices without extra equipment. As the Home of Sports, we are broadcasting the return of the UEFA European Championship and NBA games, which complements our coverage of the English Premier League, LALIGA and Formula 1®. By featuring major "M" Mark Hong Kong sports events, we seek to contribute towards Hong Kong's sustainable sporting culture.

We continued to promote the digital transformation of enterprises, including implementing Hong Kong's first 5G hospital private network and deploying a public hospital management organisation's first clinical management system integration. This creates synergy with DrGo to foster healthcare development within the HKT ecosystem. By offering targeted support for Chinese companies expanding globally and foreign firms entering the mainland market, we recorded a remarkable 32% increase in our revenue for mainland China.

Through HKT Digital Ventures, we participated in the Hong Kong Monetary Authority's e-HKD Pilot Programme and the FPS x PromptPay Hong Kong-Thailand cross-border retail payment service to support the further development of a digital economy. For the community, we have been fostering youth development through the government's Strive and Rise Programme while assisting law enforcement and regulatory authorities with combating telephone fraud.

Looking ahead, we will continue to focus on the further integration of cutting-edge technologies, including generative AI, to elevate our operational efficiency and service standards, as well as other innovations that bring sustainable returns to shareholders.



**Richard Li**  
Chairman  
23 February 2024

# STATEMENT FROM THE ACTING GROUP MANAGING DIRECTOR

Against the backdrop of macroeconomic challenges and heightened interest rates, PCCW managed to maintain stable performance in 2023. This was achieved through adept strategy execution across our media business and HKT's diverse portfolio.

## Ushering in a new phase of growth

Our pan-regional video-streaming platform, Viu, demonstrated commendable performance. With over 62.4 million monthly active users (MAUs), Viu retained its leadership position among global peers in Southeast Asia markets. Notably, it registered a year-on-year growth of 27% in overall revenue, with a rise of 32% and 15% in subscription and advertising revenue respectively. This success can be attributed to its strong pipeline of local and regional content including Viu Originals, a distinct paywall strategy and expanding partnership ecosystem encompassing telecommunications service providers, brands and device partners. As a result, the EBITDA of our over-the-top (OTT) business more than tripled.

Viu remains committed to deepening engagement with its vast, high-quality viewer base while delivering greater value for both viewers and advertisers, thereby driving greater profitability.

At South Korea's Busan International Film Festival 2023, Viu received recognition for its "Special Contribution for K-wave" at the Asia Contents Awards & Global OTT Awards. While Korean productions continue to play a vital role in our programming, we are augmenting our portfolio with more locally produced content, which has been gaining traction as they resonate with audiences across Southeast Asia. These include advertiser-backed projects tailored to specific markets, which have created new avenues for monetisation. We will further build on this substantial platform to offer diverse and compelling content to our target audience throughout the region.

ViuTV, our domestic TV service in Hong Kong, demonstrated resilience and adaptability in a challenging market. Thanks to its high-quality productions and favourable viewer demographics, ViuTV was able to secure premium title sponsorships from various sectors. This helped support our advertising revenue amidst a sluggish TV advertising market. What's more, with the shift to digital in the advertising market, we have been focusing on driving engagement, which fuelled a 9% rise in the registered members of our online platform to more than 3 million. In part, this was buoyed by our rich content slate, with popular series such as *Legal Affair* and *Business Proposal* attracting online discussion and positive reception.

## Expanding our regional footprint

On top of an array of successful concerts in 2023, our event and artiste management business expanded its regional presence with international artistes' shows held beyond Hong Kong. In addition to venturing into new markets such as Vietnam with our content business, we distributed our in-house and co-produced content across Asia and North America. We also diversified our artistes' participation in projects such as theatre plays, TV series and films. One of our productions, *Mad Fate*, was selected as the Best Picture by the Hong Kong Film Critics Society. Our MakeALive service, which expanded into five markets in Asia, reaffirmed our ability to deliver compelling online and live ticketed events for both the Group's and external artistes.

## Unified solutions for a seamless lifestyle

As worldwide travel resumed in 2023, HKT witnessed a significant upswing in demand for its consumer mobile business, especially roaming services. Our introduction of day and capacity passes drove outbound consumer roaming revenue to 95% of pre-pandemic levels in the second half of 2023 before surpassing them in December, while the number of roamers nearly doubled. This resulted in a significant year-on-year rise of 176% in total roaming revenue for 2023.



During the year, we remained committed to 5G development and an advocate of fast and reliable connectivity. Users of our 5G services totalled approximately 1.4 million by the end of 2023, accounting for 41% of our post-paid base or over half of our csl and 1010 customer base. We also led the world in using 5G Standalone (SA) architecture and mmWave technology for a live broadcast of the National Day fireworks to avoid interference by heavy traffic. We anticipate near-term advantages from the implementation of 5G SA for private network provision to businesses.

In an increasingly connected world, we have become more committed than ever to enhancing our residential networks. Our 2500M broadband service offers symmetrical upload and download speeds, which led to encouraging growth in user numbers and a HK\$98 increase in service plan fee. By leveraging state-of-the-art XGSPON technology, we are now ready to provide speeds of up to 10G to 2.4 million households in over 50,000 buildings across the city. Having secured contracts for over 260 pre-installed Smart Living solution projects, we look forward to further collaborations with developers to promote Internet of Things (IoT) adoption for greater home connectivity and convenience.

In 2023, we brought our optic-fibre cable to Lamma Island with the support of the Hong Kong Government's Subsidy Scheme to Extend Fibre-based Networks to Villages in Remote Areas. This adds to earlier optic-fibre cable extensions to Peng Chau and Cheung Chau. As a result, not only has 5G reception improved but also broadband speed and capacity for both residents and businesses on these outlying islands.

### **Offers tailored to the tastes of Hong Kong audiences**

Now TV, the Home of Sports, is broadcasting the returning UEFA European Championship and NBA games, on top of the English Premier League, LALIGA, Formula 1® and Wimbledon. Additionally, we are showcasing “M” Mark major Hong Kong sports events such as the Association of Tennis Professionals (ATP) and Women's Tennis Association (WTA) tournaments to promote the sustainable development of local sports.

In early 2024, we introduced the attractively priced Now Signature Pack, with diverse entertainment options ranging from local and overseas blockbusters on Now Baogu Movies and MOViE MOViE to popular series on the Now Chinese Drama Channel, exclusive documentaries on Now True, live action on Now Sports Prime and Watch n Learn for children.

At the same time, Now TV expanded its video-streaming service, introducing an OTT option for simultaneous multi-device viewing of both linear channels and video on demand (VOD) without a set-top box. We believe this initiative will stimulate acquisition, retention and penetration, and broaden our user base to attract advertisers and enhance intra-group collaboration.

With the launch of 1010 HOME, our premium lifestyle experience, we have been able to integrate our high-quality mobile, broadband, pay TV and Smart Living solutions and provide more value-added services to our premier patrons. As well as enriching customer experience, 1010 HOME is set to create synergies that will contribute to our sustainable growth.

### Advancing technology for economic growth and public welfare

HKT Enterprise Solutions has supported Hong Kong's continuing innovation through the delivery of vertical-oriented transformation services to industries in the public and private sectors. In one of our areas of focus, healthcare, we established 16 contracts with public and private hospitals. These included the implementation of the city's first 5G hospital private network at Kwong Wah Hospital to improve diagnostic productivity with a mobile app that enables real-time collaboration and remote surgery consultation. We were also responsible for a public hospital management organisation's first clinical management system integration, which has enhanced patient care and data accessibility, leading to better outcomes and more proactive care management.

As one of the pioneers of Microsoft 365 Copilot in Hong Kong, we have enabled the adoption of artificial intelligence (AI) so that corporations can rationalise their portfolios and accelerate speed to market. By integrating 5G and Enterprise Managed Services (EMS) with blockchain, machine learning and cloud computing, we are helping organisations improve efficiency and sustainability. We also offer software-defined wide-area network (SD-WAN), secure access service edge (SASE) and AI solutions that give enterprises enhanced protection against ever-evolving cybersecurity risks.

As Hong Kong becomes further integrated with the Greater Bay Area, we have implemented smart building features at the Batch 1A Development of the Hong Kong-Shenzhen Innovation and Technology Parks (HKSITP) in the Lok Ma Chau Loop, which are contributing to cross-boundary economic and technological development. Harnessing our strategic partnerships and global network coverage, we also provided Chinese companies expanding overseas and international businesses entering mainland China with the information and communications technology they need. As a result, our revenue for mainland China grew by 32% during the year.

### Enriching our digital ecosystem

Together with our consortium members, HKT Payment joined the Hong Kong Monetary Authority's (HKMA) e-HKD Pilot Programme. We invited enterprises from various industries to take part in a "tokenised property-backed secured lending with ring-fenced usage" use case. The objective of this exercise was to test a hypothetical e-HKD loan and provide input to the HKMA.

Our Tap & Go mobile wallet was among the first to offer FPS x PromptPay Hong Kong-Thailand cross-border retail payment service for travellers, facilitating their transactions with 8 million Thai merchants while broadening business opportunities for local merchants. With Hongkongers' increased northbound visits, the mobile wallet has also seen a rise in mainland China transaction volume.

Our loyalty platform, The Club, expanded its lifestyle offerings and exclusive merchandise rewards to increase brand engagement. These included a partnership between our Club Care service and FWD Hong Kong to launch an online insurance platform, which has extended the Group's adjacencies to insurtech while encouraging our customers to seek better protection.

With the growing popularity of telemedicine since the pandemic, our DrGo platform achieved a 50% increase in video consultations in 2023. Continuing its expansion into the wellness market with DrGo Me+ personalised supplements, the platform has grown alongside HKT Enterprise Solutions to foster healthcare growth within the HKT ecosystem.

### Sustainable community care

To encourage green mobility, in 2023 our Smart Charge service launched buy-and-own as well as subscription-and-rental home-charging solutions for electric vehicles (EVs). Smart Charge also secured a contract to provide EV charging for taxis in Sai Kung, in addition to the services we are already providing on Lantau Island.

We hosted the 2023 National Day Fireworks Display in partnership with FWD Insurance as well as the HKT x WestK POPFEST to put the spotlight on Hong Kong as an events capital.

We continued to mentor underprivileged youth through the Strive and Rise Programme. Additionally, our consumer mobile business supported the Hong Kong Police Force and financial regulators in fighting fraud, implementing a 24-hour anti-scam hotline and public education initiatives to raise awareness.

The past year has been one for honing our strategies, improving our services and enriching our customer offerings. We also laid the groundwork for the deployment of state-of-the-art technologies, such as generative AI, to improve service efficiency.

As markets await the easing of monetary policies, we will continue to seek out opportunities that allow us to harness the diversity within our businesses to drive sustainable growth. In parallel, we will negotiate the evolving landscape with prudence, explore new innovations that enhance our service and focus on creating consistent value for our stakeholders.

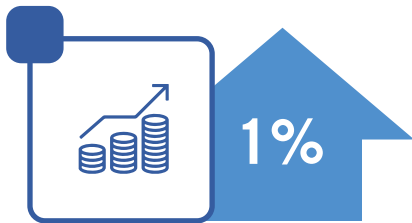


**Susanna Hui**

Acting Group Managing Director

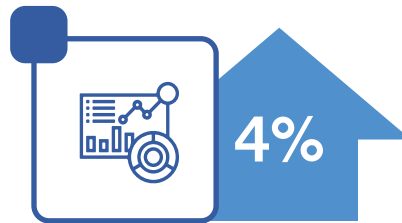
23 February 2024

## Financial Highlights



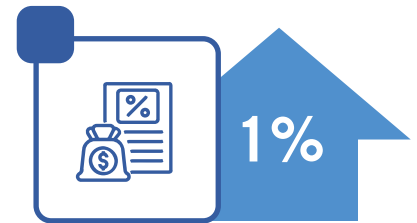
Revenue

**HK\$36,347M**



EBITDA

**HK\$12,831M**



Total Dividend Per Share

**38.25 HK cents**

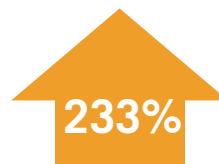
## Media Business

### OTT Business

● Revenue  
**HK\$2,452M**

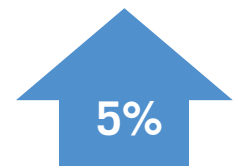


● EBITDA  
**HK\$592M**

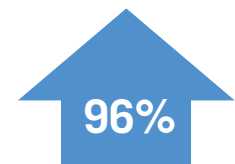


### Free TV & Related Business

● Revenue  
**HK\$952M**



● EBITDA  
**HK\$190M**



### Viu

● Paid Subscription Revenue



● Paid Subscribers  
**13.4M**



















● Advertising Revenue



● Monthly Active Users (MAU)  
**62.4M**

# HKT

	<p>HKT Total Revenue*</p> <p><b>HK\$31,370M</b></p> <p>HKT EBITDA</p> <p><b>HK\$13,400M</b></p> <p>HKT Adjusted Funds Flow (AFF)</p> <p><b>HK\$5,798M</b></p> <p><small>* Excluding Mobile product sales</small></p>	<p> 3%</p> <p> 3%</p> <p> 3%</p>
	<p>FTTH Customers</p> <p><b>1.01M</b></p>	<p> 4%</p>
	<p>Pay TV Installed Base</p> <p><b>1.43M</b></p>	<p> 2%</p>
	<p>5G Customers</p> <p><b>1.4M</b></p>	<p> 32%</p>
	<p>The Club Members</p> <p><b>3.85M</b></p>	<p> 4%</p>
	<p>Tap &amp; Go Accounts</p> <p><b>3.77M</b></p>	<p> 4%</p>
	<p>DrGo Registered Users</p> <p><b>386K</b></p>	<p> 10%</p>

# SIGNIFICANT EVENTS IN 2023



HKT introduces Hong Kong's first 5G private network for hospitals at Kwong Wah Hospital, receives "Best HealthTech – Gold Award" at CAHK STAR Awards 2023



Tap & Go among first to participate in Hong Kong-Thailand cross-border retail payment service

Now TV signs agreement to broadcast NBA in Hong Kong for three seasons

HKT named "Broadband Telecom Company of the Year – Hong Kong" and "Infrastructure Initiative of the Year – Hong Kong" at Asian Telecom Awards 2023

Club Care partners with FWD Hong Kong to launch online insurance platform



Viu recognised for "Special Contribution for K-Wave" at Asia Contents Awards and Global OTT Awards 2023 as part of South Korea's Busan International Film Festival



HKT and FWD Insurance present HKT x FWD 2023 National Day Fireworks Display



DrGo launches DrGo Me+ personalised nutritional supplement pack



Now TV signs deal with LALIGA to extend broadcast rights for next three seasons



ViuTV introduces sign language interpretation for 6pm news



HKT Enterprise Solutions hosts Tech Week 2023

Members of MIRROR group debut solo concerts

PCCW forges strategic partnership with CANAL+ to accelerate growth of Viu

HKT connects Lamma Island with optic-fibre network



Now TV joins forces with beIN SPORTS to bring Formula 1® in 4K to Hong Kong viewers for next three seasons

HKT participates as consortium member in Hong Kong Monetary Authority's inaugural e-HKD Pilot Programme for retail central bank digital currency (CBDC) assessment

PCCW & HKT host Strive and Rise Programme visit



Netvigator launches Hong Kong's first 5000M residential FTTH broadband service

Smart Charge launches EV Charger Rental Service

HKT launches Smart Kiosk pilot scheme



Viu launches Viu Scream Dates at Filmart



MakerVille's first movie *Mad Fate* makes world premiere at 73rd Berlin International Film Festival as Berlinale Special



Club Travel announces partnership with Agoda

HKT presents HKT x WESTK POPFEST with West Kowloon Cultural District



# BOARD OF DIRECTORS

## EXECUTIVE DIRECTORS

### **LI Tzar Kai, Richard**

#### **Chairman**

Mr Li, aged 57, was appointed an Executive Director and the Chairman of PCCW in August 1999. He is the Chairman of PCCW's Executive Committee and a member of the Nomination Committee of the Board. He is also the Chairman and Chief Executive of the Pacific Century Group, a Director of certain FWD group companies, the Executive Chairman and an Executive Director of HKT Limited (HKT) and HKT Management Limited, the trustee-manager of the HKT Trust, the Chairman of HKT's Executive Committee and a member of HKT's Nomination Committee, an Executive Director of Pacific Century Premium Developments Limited (PCPD), the Chairman of PCPD's Executive Committee, a member of PCPD's Remuneration Committee and Nomination Committee, the Chairman and an Executive Director of Singapore-based Pacific Century Regional Developments Limited (PCRD), and the Chairman of PCRD's Executive Committee.

Mr Li is a member of the Center for Strategic and International Studies' International Councillors' Group in Washington, D.C. He was awarded the Lifetime Achievement Award by the Cable & Satellite Broadcasting Association of Asia in November 2011.

### **HUI Hon Hing, Susanna**

#### **Acting Group Managing Director and Group Chief Financial Officer**

Ms Hui, aged 59, was appointed an Executive Director of PCCW in May 2010 and became Acting Group Managing Director of PCCW in March 2022. She has also been the Group Chief Financial Officer of PCCW since April 2007. She is a member of PCCW's Executive Committee and holds directorships in various Group companies. She is also the Group Managing Director of HKT Limited (HKT) and HKT Management Limited, the trustee-manager of the HKT Trust and a member of HKT's Executive Committee.

Ms Hui joined Cable & Wireless HKT Limited (which was subsequently acquired by PCCW) in September 1999. Since then, she has served the PCCW Group in various capacities in the past 25 years, including as Director of Group Finance of the PCCW Group from September 2006 to April 2007, and the Director of Finance of the PCCW Group with responsibility for the telecommunications services sector and regulatory accounting. Ms Hui was also the Group Chief Financial Officer of HKT from November 2011 to August 2018, an Executive Director of Pacific Century Premium Developments Limited (PCPD) from May 2018 to December 2021 and the Chief Financial Officer of PCPD from July 2009 to November 2011.

Prior to joining Cable & Wireless HKT Limited, Ms Hui was the chief financial officer of a listed company engaged in hotel and property investment and management.

Ms Hui graduated with a bachelor's degree in social sciences from the University of Hong Kong with first class honours. She is a qualified accountant and a member of both the Hong Kong Institute of Certified Public Accountants and the American Institute of Certified Public Accountants.

Ms Hui is a Fellow and a Council Member of The Hong Kong Management Association as well as a Vice-Chairman of Employers' Federation of Hong Kong. She is also a member of the Hong Kong Trade Development Council Belt and Road & Greater Bay Area Committee and its Greater Bay Area Task Force on Innovation and Technology. In addition, she is a non-official member of the Digital Economy Development Committee of the Hong Kong Special Administrative Region Government and a Director of Mox Bank Limited.



## NON-EXECUTIVE DIRECTORS

### **TSE Sze Wing, Edmund, GBS**

#### Non-Executive Director

Mr Tse, aged 86, is a Non-Executive Director of PCCW. He was an Independent Non-Executive Director of PCCW from September 2009 to March 2011 and was re-designated to a Non-Executive Director of PCCW in March 2011. He is also a member of the Regulatory Compliance Committee of the Board.

Mr Tse is the Independent Non-Executive Chairman and an Independent Non-Executive Director of AIA Group Limited. From 1996 until June 2009, Mr Tse was Director of American International Group, Inc. (AIG) and from 2001 until June 2009, he was Senior Vice Chairman – Life Insurance of AIG. From 2000 until June 2009, he was Chairman and Chief Executive Officer of American International Assurance Company, Limited and from 2005 until April 2015, he was the Chairman of AIA Philippines Life and General Insurance Company Inc. (formerly known as The Philippine American Life and General Insurance (PHILAM LIFE) Company). Mr Tse has held various senior positions and directorships in other AIG companies. Mr Tse is also the Non-Executive Chairman for Asia ex-Japan of PineBridge Investments Asia Limited and a Director of Bridge Holdings Company Limited which are asset management companies owned indirectly by Mr Li Tzar Kai, Richard, the Chairman of PCCW. Mr Tse was a Non-Executive Director of PICC Property and Casualty Company Limited from June 2004 until July 2014.

Mr Tse is a member of the Chief Executive's Council of Advisers. Mr Tse was awarded the Gold Bauhinia Star by the Government of the Hong Kong Special Administrative Region in 2001 in recognition of his outstanding efforts in respect of the development of Hong Kong's insurance industry. Mr Tse graduated with a Bachelor of Arts degree in Mathematics from the University of Hong Kong (HKU) in 1960. HKU conferred an Honorary Fellowship and an Honorary Doctorate Degree in Social Sciences on Mr Tse in 1998 and 2002 respectively. He also obtained diplomas from the College of Insurance and the Graduate School of Business of Stanford University. He has extensive management experience in the insurance market, both in Asia and globally. In 2003, Mr Tse was elected to the prestigious Insurance Hall of Fame and in 2017, Mr Tse was awarded the first ever "Lifetime Achievement Award" at the Pacific Insurance Conference in recognition of his outstanding contribution to the insurance industry. In 2018, Mr Tse was conferred an Honorary Degree of Doctor of Business Administration by Lingnan University. In 2019, Mr Tse was also conferred Fellowship by the Hong Kong Academy of Finance. Mr Tse serves many community and professional organizations as well as educational institutions. He is also a director of AIA Foundation, which supports charitable causes in Hong Kong.

### **TANG Yongbo**

#### Deputy Chairman

Mr Tang, aged 49, became a Non-Executive Director of PCCW in August 2023. He is the Deputy Chairman and a member of PCCW's Executive Committee. He is also a Non-Executive Director of HKT Limited (HKT) and HKT Management Limited, the trustee-manager of the HKT Trust, and a member of HKT's Executive Committee, Nomination Committee and Remuneration Committee.

Mr Tang is a vice general manager of China United Network Communications Group Company Limited, a senior vice president of China United Network Communications Limited, a senior vice president of China Unicom (Hong Kong) Limited, and a director and a senior vice president of China United Network Communications Corporation Limited. Mr Tang also serves as a non-executive director of China Tower Corporation Limited and China Communications Services Corporation Limited.

Mr Tang previously served as a deputy general manager and a general manager of Hunan Branch of China Unicom, and a general manager of marketing department of China United Network Communications Group Company Limited. He was a deputy to the 13th National People's Congress.

Mr Tang received a master's degree in Business Administration from Central South University. Mr Tang has extensive experience in management and the telecommunications industry.

**MENG Shusen**

Non-Executive Director

Ms Meng, aged 51, became a Non-Executive Director of PCCW in December 2021. She is a member of the Remuneration Committee of the Board.

Ms Meng is currently the Chairwoman and President of China Unicom Global Limited (CUG), a subsidiary of China United Network Communications Group Company Limited (Unicom).

Ms Meng has served as the Deputy General Manager of Global Business Department of the Unicom group since 2008 and was promoted as the Chairwoman and President of CUG in 2017. She served as the Deputy Head of Technology Department, the General Manager of Marketing Department in China Telecom Group Beijing Corporation from 2000 to 2004; and during 2004 and 2008, she served as the Deputy General Manager of Enterprise Customer Business Unit and the Deputy Director of Board Secretariat in China Network Communications Group Corporation.

Ms Meng is a postgraduate with a doctorate degree in Electric Circuit and System. Ms Meng has extensive experience in technologies and services, sales and marketing of telecom company, and corporate governance of listed companies.

**WANG Fang**

Non-Executive Director

Ms Wang, aged 53, became a Non-Executive Director of PCCW in December 2021. She is a member of the Nomination Committee of the Board. She is also a Non-Executive Director of HKT Limited (HKT) and HKT Management Limited, the trustee-manager of the HKT Trust, and a member of HKT's Regulatory Compliance Committee.

Ms Wang is currently the General Manager of the Finance Department of China United Network Communications Group Company Limited (Unicom). She is also the Vice Chairman and a Director of Unicom Group Finance Company Limited (UGFCL), and the Supervisor of Unicompay Company Limited (Unicompay).

Ms Wang was the Deputy General Manager of Hebei Branch and the Finance Department of China Netcom (Group) Company Limited, the Deputy General Manager of the Finance Department of Unicom, an Executive Director, the legal representative and General Manager of Unicompay, and the General Manager of UGFCL and the General Manager of Capital Management Center.

Ms Wang is a Senior Accountant, and a university graduate with a master's degree in Business Administration. Ms Wang has extensive experience in corporate finance and investment management.

**WEI Zhe, David**

Non-Executive Director

Mr Wei, aged 53, is a Non-Executive Director of PCCW. He was appointed an Independent Non-Executive Director of PCCW in November 2011 and was re-designated to a Non-Executive Director of PCCW in May 2012. He is also a member of the Remuneration Committee of the Board.

Mr Wei has over 20 years of experience in both investment and operational management in the People's Republic of China. Prior to launching Vision Knight Capital (China) Fund I, L.P., a private equity investment fund in 2011, Mr Wei was an executive director and chief executive officer of Alibaba.com Limited, a leading worldwide B2B e-commerce company, from 2007 to 2011, where he successfully led the company through its initial public offering and listing on The Stock Exchange of Hong Kong Limited in 2007. Alibaba.com Limited was delisted in June 2012. Prior to Alibaba.com Limited, Mr Wei was the president, from 2002 to 2006, and chief financial officer, from 2000 to 2002, of B&Q China, the then subsidiary of Kingfisher plc, a leading home improvement retailer in Europe and Asia. Under Mr Wei's leadership, B&Q China grew to become China's largest home improvement retailer. From 2003 to 2006, Mr Wei was also the chief representative for Kingfisher's China sourcing office, Kingfisher Asia Limited. Prior to that, Mr Wei served as the head of investment banking at Orient Securities Company Limited from

## INDEPENDENT NON-EXECUTIVE DIRECTORS

1998 to 2000, and as corporate finance manager at Coopers & Lybrand (now part of PricewaterhouseCoopers) from 1995 to 1998. Mr Wei was an executive director of Zall Smart Commerce Group Ltd.; a non-executive director of HSBC Bank (China) Company Limited, The Hongkong and Shanghai Banking Corporation Limited and Zhong Ao Home Group Limited; a director of 500.com Limited, Shanghai M&G Stationery Inc., Informa PLC, UBM plc, Hitelevision Co., Ltd. and BlueCity Holdings Limited; an independent director of Fangdd Network Group Ltd., Leju Holdings Limited and OneSmart International Education Group Limited; and also the vice chairman of China Chain Store & Franchise Association. He was voted as one of "China's Best CEOs" by FinanceAsia magazine in 2010. Mr Wei currently serves as an executive director and the chairman of Vision Deal HK Acquisition Corp. and chairs its nomination committee. He also serves as a non-executive director of JNBY Design Limited and Polestar Automotive Holding UK PLC.

He holds a bachelor's degree in international business management from Shanghai International Studies University and has completed a corporate finance program at London Business School.

### Aman MEHTA

#### Independent Non-Executive Director

Mr Mehta, aged 77, became an Independent Non-Executive Director of PCCW in February 2004 and is the Chairman of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Board. He is also an Independent Non-Executive Director of HKT Limited (HKT) and HKT Management Limited, the trustee-manager of the HKT Trust, and the Chairman of HKT's Nomination Committee.

Mr Mehta joined the Board following a distinguished career in the international banking community. Mr Mehta held the position of Chief Executive Officer of The Hongkong and Shanghai Banking Corporation Limited (HSBC) until December 2003, when he retired.

Born in India in 1946, Mr Mehta joined HSBC group in Bombay in 1967. After a number of assignments throughout HSBC group, he was appointed Manager-Corporate Planning at HSBC's headquarters in Hong Kong in 1985. After a three-year posting to Riyadh in Saudi Arabia, he was appointed Group General Manager in 1991, and General Manager – International the following year, with responsibility for overseas subsidiaries. He subsequently held senior positions in the United States, overseeing HSBC group companies in the Americas and later becoming responsible for HSBC's operations in the Middle East.

In 1998, Mr Mehta was reappointed General Manager – International, after which he became Executive Director International. In 1999, he was appointed Chief Executive Officer, a position he held until retirement.

Following his retirement in December 2003, Mr Mehta took up residence in New Delhi. He is an Independent Director on the board of several public companies and institutions in India and internationally. He is an Independent Non-Executive Director of Wockhardt Limited in Mumbai, India and Max Financial Services Limited in New Delhi, India. He was an Independent Non-Executive Director of Emaar MGF Land Limited, Jet Airways (India) Limited, Cairn India Limited, Vedanta Resources plc, Tata Consultancy Services Limited, Vedanta Limited, Godrej Consumer Products Limited and Tata Steel Limited; and an Independent Director on the Supervisory Board of ING Groep N.V., a Netherlands company.

Mr Mehta is also a member of the Governing Board of Indian School of Business, Hyderabad.

**Frances Waikwun WONG**

**Independent Non-Executive Director**

Ms Wong, aged 62, was appointed an Independent Non-Executive Director of PCCW effective from 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. She is also an Independent Non-Executive Director of HKT Limited (HKT) and HKT Management Limited, the trustee-manager of the HKT Trust, and the Chairwoman of HKT's Remuneration Committee. She was an Independent Non-Executive Director of Pacific Century Regional Developments Limited from June 2013 to April 2023.

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. 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, 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, Hong Kong Metropolitan University and was a member of the Joint Committee on Student Finance of Student Financial Assistance Agency.

**Bryce Wayne LEE**

**Independent Non-Executive Director**

Mr Lee, aged 59, was appointed an Independent Non-Executive Director of PCCW in May 2012 and is a member of the Audit Committee and the Remuneration Committee of the Board.

Mr Lee joined Silver Lake in 2011 and is a Managing Director and Head of Business Development, Fundraising and Investor Relations of Silver Lake. In addition, he is an investment professional primarily with responsibility in the Asia region. Previously, he was a Managing Director of Credit Suisse in the Investment Banking division, serving as head of the Technology Group for the Americas and as co-head of the Alternative Energy Group. Mr Lee was instrumental in building a number of Credit Suisse's franchises including its Asian technology investment banking business and was named to Forbes magazine's "Midas List" of the top 100 technology dealmakers in the world. He was a member of Credit Suisse's Investment Banking Committee and served on the Managing Director Evaluation Committee. Mr Lee is a member of the Council on Foreign Relations.

Mr Lee is currently on the boards of directors of Carbon, Inc., Eka Software Solutions and Peloton Computer Enterprises. Mr Lee graduated from Stanford University.

**Lars Eric Nils RODERT****Independent Non-Executive Director**

Mr Rodert, aged 62, was appointed an Independent Non-Executive Director of PCCW in November 2012 and is a member of the Audit Committee and the Nomination Committee of the Board.

Mr Rodert is the founder and Chief Executive Officer of ÖstVäst Advisory AB. He has served as an independent director of Brookfield Asset Management Reinsurance Partners Ltd. since November 2021. He is also a director of Brookfield Property Partners L.P.'s General Partner, and was a director of Brookfield Infrastructure Partners L.P.'s Managing General Partner from 2010 to 2013. He was previously a director of Brookfield Property REIT Inc., which was delisted in July 2021 following its merger with Brookfield Asset Management Inc. became effective. Mr Rodert is also a Board Member of Samhällsbyggnadsbolaget i Norden AB (publ). He was a Senior Portfolio Manager for Inter IKEA Treasury in North America and Europe. Prior to this role, he was most recently Chief Investment Officer, Global Equities, at SEB Asset Management and prior to that he was Head of North American Equities at the same firm. Based in Sweden, Mr Rodert has an in depth knowledge of continental European markets and is seasoned in analyzing investment opportunities. He holds a Master of Science Degree in Business and Economics from Stockholm University.

**David Christopher CHANCE****Independent Non-Executive Director**

Mr Chance, aged 66, was appointed an Independent Non-Executive Director of PCCW in November 2013. He is also a member of the Regulatory Compliance Committee of the Board. He was the Independent Non-Executive Chairman and Director of PCCW Media Limited, a subsidiary of PCCW from November 2013 to September 2022.

Mr Chance is the Non-Executive Chairman of Really Useful Group Investments Limited and a Non-Executive Director of LW Theatres Holdings Limited. He was the Non-Executive Chairman of Modern Times Group MTG AB and the Non-Executive Chairman of Nordic Entertainment Group AB. He has significant senior management experience particularly in the area of pay television having been formerly the Executive Chairman of Top Up TV Ltd. between 2003 and 2011, and the Deputy Managing Director of British Sky Broadcasting Group plc between 1993 and 1998. He was also a Non-Executive Director of ITV plc and O2 plc. He graduated with a Bachelor of Arts degree, a Bachelor of Science degree and a Master of Business Administration degree from the University of North Carolina.

**Sharhan Mohamed MUHSEEN MOHAMED****Independent Non-Executive Director**

Mr Muhseen, aged 48, was appointed an Independent Non-Executive Director of PCCW in February 2023.

Mr Muhseen is a senior investment banker with extensive experience in areas of mergers and acquisitions, corporate finance and capital markets. He has served in a senior board capacity working with company boards and senior leadership teams of corporates across Asia to help drive their strategic agenda and roadmap.

Mr Muhseen currently is the Chairman of each of CBC Finance Limited and Platinum Advisors Pte. Ltd., the Deputy Chairman and a Non-Executive Independent Director of Commercial Bank of Ceylon PLC, the Deputy Chairman of Amāna Takaful Life PLC, a Non-Executive Independent Director of Gestetner of Ceylon PLC, a Non-Executive Director of David Pieris Holdings (Private) Limited, and a Director of each of Canary Wharf Holdings Pte. Ltd. and H2O ONE.

## BOARD OF DIRECTORS (CONTINUED)

Mr Muhseen previously worked in global investment banks including Credit Suisse, Bank of America Merrill Lynch and JPMorgan in leading regional coverage roles. He was Managing Director, Head of Asia Insurance, Head of South-East Asia Financial Institutions Group, and Country Manager Sri Lanka at Credit Suisse based in Singapore. In his investment banking career spanning over 20 years, Mr Muhseen has completed landmark mergers and capital raising transactions in excess of USD100 billion.

Mr Muhseen also has experiences at the Sri Lankan government policy level, working as a Team Leader at the National Council for Economic Development (NCED) under the Ministry of Finance as well as a Director at the TAFREN presidential task force for rebuilding the economy after the 2004 Tsunami.

Mr Muhseen holds a Masters in Economics from the University of Colombo and a Bachelor of Business Administration (Hons) from Western Michigan University.

Set out above are the directors of PCCW, and their biographies, as at 23 February 2024.

# CORPORATE GOVERNANCE REPORT

PCCW Limited (“PCCW” or the “Company”) is committed to maintaining a high standard of corporate governance, the principles of which serve to uphold a high standard of ethics, transparency, responsibility and integrity in all aspects of its business, and to ensure that its affairs are conducted in accordance with applicable laws and regulations.

The board of directors of the Company (the “Board”) has adopted a Code of Conduct (formerly Corporate Responsibility Policy) and a Corporate Social Responsibility Policy that apply to all employees, including directors and officers, of the Company and its subsidiaries (collectively the “Group”).

The Code of Conduct sets out standards for the way in which employees should conduct the Group’s business in the following areas: civic responsibilities, equal opportunities, preservation of company information and property, privacy of personal data, prevention of bribery, conflicts of interest and ensuring health and safety at work. This policy also prescribes procedures to enable employees to raise concerns with management and directors on a confidential basis.

The Corporate Social Responsibility Policy sets out standards for the way in which the Group should conduct its business to enhance its positive contribution to society and the environment.

## CORPORATE STRATEGY

PCCW, in conjunction with its listed subsidiary HKT Limited (“HKT”), offers a unique quadruple-play experience in Hong Kong delivering media content on its fixed-line, broadband Internet access and mobile platforms. PCCW’s strategy for generating and preserving shareholder value is to invest prudently in its technology and service platforms to ensure that its fixed-line business remains the market leader, its broadband offering delivers increasingly fast connectivity and its mobile network coverage and speed continuously improve – and overall to invest in our people to continuously improve the quality of service that PCCW provides to its customers. PCCW also invests prudently in innovative new technology and attractive content offerings for its free television ViuTV service and Viu video streaming service. PCCW generates and preserves value by investing in these businesses and pursuing growth opportunities.

## CULTURE

The Company strives to leverage our expertise in technology, media and telecommunications to raise the quality of lives of people, help businesses thrive, and contribute to the sustainable development of our community. We embrace a culture of integrity, respect, collaboration, inclusion and care, where our teams are committed to continuous innovation and pursuit of excellence for the good of the Company and society at large. Our directors lead the drive to promote this culture across our organisation.

## CORPORATE GOVERNANCE CODE

PCCW has applied the principles and complied with all code provisions of the applicable Corporate Governance Code (the “CG Code”) in each case as set out in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) during the year ended 31 December 2023.

## MODEL CODE SET OUT IN APPENDIX C3 TO THE LISTING RULES

The Company has adopted its own code of conduct regarding securities transactions, namely the PCCW Code of Conduct for Securities Transactions (the “PCCW Code”), which applies to all directors and employees of the Company on terms no less exacting than the required standard indicated by the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix C3 to the Listing Rules.

Having made specific enquiry of all directors of the Company, confirmations have been received of compliance with the required standard set out in the Model Code and the PCCW Code during the year.

The directors’ and chief executives’ interests and short positions in the shares, share stapled units, underlying shares, underlying share stapled units and debentures of the Company and its associated corporations are disclosed in the Report of the Directors of this annual report.

## BOARD OF DIRECTORS

The Board is responsible for the management of the Company. Key responsibilities of the Board include formulation of the overall strategies of the Group, the setting of management targets, and supervision of management performance. The Board confines itself to making broad policy decisions and exercising a number of reserved powers as mentioned below, delegating responsibility for more detailed considerations to the Executive Committee under the leadership of the Chairman of PCCW:

- those functions and matters as set out in the terms of reference of various committees (as amended from time to time) for which Board approval must be sought from time to time;
- those functions and matters for which Board approval must be sought in accordance with the Group's internal policies (as amended from time to time);
- consideration and approval of financial statements in the interim and annual reports, and announcements of interim and annual results;
- consideration of dividend amounts in accordance with the dividend policy as adopted by the Board; and
- monitoring of the corporate governance practices and procedures; and maintenance of appropriate and effective risk management and internal control systems of the Group to ensure compliance with applicable rules and regulations.

The Chairman of PCCW is Li Tzar Kai, Richard and the Acting Group Managing Director is Hui Hon Hing, Susanna. The role of the Chairman is separate from that of the Acting Group Managing Director. The Chairman is responsible for ensuring the Board functions effectively, providing leadership for the Board in setting objectives and strategies, and ensuring good corporate governance practices are enforced. The Acting Group Managing Director is responsible for leading the management of the Company in conducting its business affairs in accordance with the Company's objectives, and implementing the Group's strategies and policies. The Board's composition is set out in the Report of the Directors of this annual report.

All directors have full and timely access to all relevant information, including monthly updates from the management, regular reports from various Board committees and briefings on significant legal, regulatory or accounting issues affecting the Group. Directors may take independent professional advice, which will be paid for by the Company as appropriate.

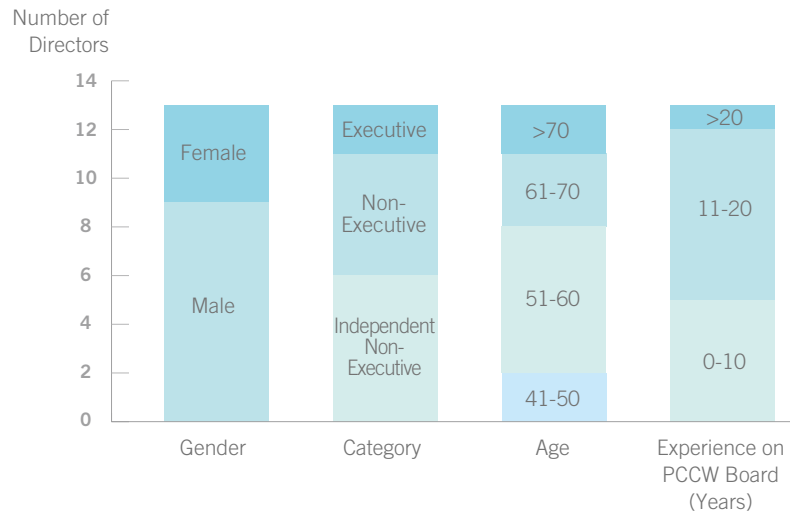
The directors acknowledge their responsibility for preparing the financial statements for each financial year, which give a true and fair view of the financial position of the Company and the Group and of the financial performance and cash flows of the Group for the year in accordance with Hong Kong Financial Reporting Standards, the Hong Kong Companies Ordinance and the Listing Rules. In preparing the financial statements for the year ended 31 December 2023, the directors have selected suitable accounting policies and applied them consistently; made judgements and estimates that are prudent and reasonable; stated the reasons for any significant departure from applicable accounting standards in Hong Kong; and have prepared the financial statements on a going concern basis. The statement of the external auditor of the Company relating to its reporting responsibilities on the financial statements of the Company is set out in the Independent Auditor's Report of this annual report.

As at the date of this report, the Board is comprised of 13 directors including two executive directors, five non-executive directors and six independent non-executive directors. At least one-third of the Board are independent non-executive directors and at least one of them has appropriate professional qualifications, or accounting or related financial management expertise. Biographies of all the directors are set out on pages 14 to 20 of this annual report and are available on the Company's website ([www.pccw.com](http://www.pccw.com)). The relationships (including financial, business, family or other material or relevant relationships), if any, among members of the Board have also been disclosed in the Report of the Directors of this annual report.



## BOARD OF DIRECTORS (CONTINUED)

### Board Composition

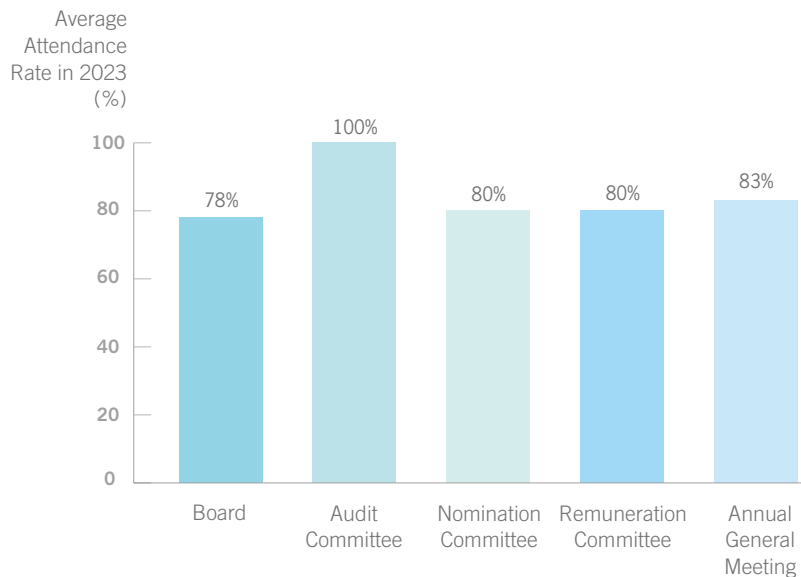


The Company has arranged appropriate directors and officers liability insurance cover for its directors and officers.

Biographies of senior corporate executives and heads of business units of the Group as at the date of this report are also available on the Company's website ([www.pccw.com](http://www.pccw.com)).

The Board held five meetings in 2023. The annual general meeting of the Company was held on 31 May 2023 with the attendance of the external auditor to answer questions.

The following charts show the average meeting attendance rate in 2023 and the attendance of individual directors at the Board and its committee meetings, and the annual general meeting held in 2023:



## BOARD OF DIRECTORS (CONTINUED)

Name	Meetings attended/eligible to attend in 2023 (Note 1)				Annual General Meeting
	Board	Audit Committee	Nomination Committee	Remuneration Committee	
<b>Executive Directors</b>					
Li Tzar Kai, Richard	4/5	N/A	1/1	N/A	1/1
Hui Hon Hing, Susanna	5/5	N/A	N/A	N/A	1/1
<b>Non-Executive Directors</b>					
Tse Sze Wing, Edmund	4/5	N/A	N/A	N/A	1/1
Tang Yongbo (Note 2)	1/1	N/A	N/A	N/A	N/A
Meng Shusen	3/5	N/A	N/A	0/1	0/1
Wang Fang	2/5	N/A	0/1	N/A	0/1
Wei Zhe, David	4/5	N/A	N/A	1/1	1/1
<b>Independent Non-Executive Directors</b>					
Aman Mehta	5/5	4/4	1/1	1/1	1/1
Frances Waikwun Wong	4/5	N/A	1/1	1/1	1/1
Bryce Wayne Lee	4/5	4/4	N/A	1/1	1/1
Lars Eric Nils Rodert	4/5	4/4	1/1	N/A	1/1
David Christopher Chance	4/5	N/A	N/A	N/A	1/1
Sharhan Mohamed Muhseen Mohamed (Note 3)	3/4	N/A	N/A	N/A	1/1

**Notes:**

- Directors may attend meetings in person, by telephone or through other means of video conference or by their alternate directors in accordance with the Company's articles of association (the "Articles of Association").
- Appointed as a Non-Executive Director, the Deputy Chairman and a member of the Executive Committee with effect from 3 August 2023.
- Appointed as an Independent Non-Executive Director with effect from 24 February 2023.

The Company has received from each of its independent non-executive directors a confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and considers that all six independent non-executive directors as at the date of this report, namely Aman Mehta, Frances Waikwun Wong, Bryce Wayne Lee, Lars Eric Nils Rodert, David Christopher Chance and Sharhan Mohamed Muhseen Mohamed, remain independent having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules. Please also refer to the details disclosed in the section headed "**Independent Non-Executive Directors**" in the Report of the Directors of this annual report.

The Board has established mechanisms to ensure independent views and input are available to the Board. A private meeting between the Chairman and the independent non-executive directors takes place at least once each year, to provide an avenue for independent views to be communicated to the Chairman directly. The Board also conducts an annual evaluation of its performance, whereby directors anonymously submit their comments on the effectiveness of the Board and suggest areas for improvement. In addition, directors are entitled to take independent professional advice as appropriate at the expense of the Company in order to facilitate proper discharge of their duties.

According to the Articles of Association, any director appointed by the Board either to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment and shall be eligible for re-election at that meeting. In addition, at each annual general meeting of the Company no less than one-third of the directors for the time being shall retire from office by rotation provided that every director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Apart from retirement by rotation pursuant to the Articles of Association, each non-executive director has a term of three years. Therefore, no director will remain in office for a term of more than three years. The directors who shall retire from office at the forthcoming annual general meeting of the Company are set out in the Report of Directors of this annual report.

## BOARD OF DIRECTORS (CONTINUED)

The Board has a structured process to evaluate its own performance and directors' contribution on an annual basis including a self-evaluation questionnaire which is completed by all directors. The objectives of the evaluation are to assess whether the Board and the committees, as well as the directors have adequately and effectively performed its/their roles and fulfilled its/their responsibilities; have devoted sufficient time commitment to the Company's affairs and made contributions to the Board; and to recommend areas for improvement. The evaluation process has confirmed that the Board and committees continue to operate effectively and that the performance of the directors and the time commitment in discharging their duties as directors of the Company for the year ended 31 December 2023 were generally satisfactory.

## DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

Every newly appointed director of the Company will meet with fellow directors and senior management to assist him/her in understanding the Company's operations and business, and he/she will receive a tailored induction handbook containing the Company's governance structure, key policies and an overview of director's responsibilities, as well as a briefing by a qualified professional on the general and specific duties of a director under legal and regulatory requirements. Sharhan Mohamed Muhseen Mohamed and Tang Yongbo obtained the legal advice referred to in Rule 3.09D of the Listing Rules on 8 March 2023 and 12 October 2023, respectively. Each of Sharhan Mohamed Muhseen Mohamed and Tang Yongbo has confirmed that he understood his obligations as a director of the Company.

As part of an ongoing process of director's continuous professional development ("CPD") training, the directors of the Company are regularly briefed on legal and regulatory requirements relevant to their duties through their participation in the training seminars organised by the company secretary, and the operations, organisation and governance policies of the Group through regular meetings with management. In addition to receiving regular updates on the Group's business affairs, directors are also provided with reading materials from time to time to help develop and refresh their knowledge and skills. The company secretary organises seminars presented by qualified professionals on relevant topics with emphasis on directors' duties and responsibilities which count towards their CPD training.

According to the directors' training records provided to the Company for the year ended 31 December 2023, the CPD training undertaken by all directors during the year is summarised as below:

Name of Director	Type of CPD training (Note(s))
Li Tzar Kai, Richard	(a), (b)
Hui Hon Hing, Susanna	(a), (b)
Tse Sze Wing, Edmund	(a), (b)
Tang Yongbo	(b)
Meng Shusen	(a), (b)
Wang Fang	(b)
Wei Zhe, David	(a), (b)
Aman Mehta	(a), (b)
Frances Waikwun Wong	(a), (b)
Bryce Wayne Lee	(a), (b)
Lars Eric Nils Rodert	(a), (b)
David Christopher Chance	(a), (b)
Sharhan Mohamed Muhseen Mohamed	(a), (b)

**Notes:**

(a) participated in seminars/forums/conferences (including giving speeches)

(b) read seminar materials/journals/articles/business or industry updates

## BOARD COMMITTEES



The Board has established the following committees with defined terms of reference. The terms of reference of the Remuneration Committee, the Nomination Committee and the Audit Committee are on no less exacting terms than those set out in the CG Code. The Audit Committee has been structured to only include independent non-executive directors, and the Nomination Committee and the Remuneration Committee have been structured to include a majority of independent non-executive directors.

#### Executive Committee and Sub-committees

The Executive Committee of the Board operates as a general management committee with overall delegated authority from the Board. The Executive Committee determines Group strategies, reviews trading performance, ensures adequate funding, examines major investments and monitors management performance. The Executive Committee reports through the Chairman to the Board.

As at the date of this annual report, the Executive Committee is comprised of four members, being the following two executive directors and a non-executive director, and a non-director member of management:

Li Tzar Kai, Richard (*Chairman*)

Hui Hon Hing, Susanna

Tang Yongbo

During the year, Tang Yongbo was appointed as a member of the Executive Committee with effect from 3 August 2023.

Reporting to the Executive Committee are sub-committees comprising of executive directors and members of senior management, who oversee all key operating and functional areas within the Group. Each sub-committee has defined terms of reference covering its authority and duties, meets and reports to the Executive Committee on a regular basis.

The *Operational Committee* is chaired by the Acting Group Managing Director and meets from time to time to direct the business units/operations of PCCW group companies.

## **BOARD COMMITTEES** (CONTINUED)

### **Executive Committee and Sub-committees** (continued)

The *Risk Management, Controls and Compliance Committee*, which reports to the Executive Committee, is comprised of senior members of PCCW's Group Finance, Group Legal Office and Corporate Secretariat, Group Communications, Group Internal Audit, and Group Risk Management & Compliance departments. The committee reviews procedures for the preparation of PCCW's annual and interim reports and the Group's policies from time to time to ensure compliance with the various rules and obligations imposed on it as a company listed on The Stock Exchange of Hong Kong Limited, and assists directors in the review of the effectiveness of the risk management and internal control systems of the Group on an ongoing basis.

The *Sustainability Committee*, which reports to the Executive Committee, was renamed from the "Corporate Social Responsibility Committee" to the "Sustainability Committee" on 24 February 2023. It is comprised of senior members of PCCW's Group Communications, Group Human Resources, Group Legal Office and Corporate Secretariat, Group Finance, Group Risk Management & Compliance, Network Planning and Operations, Investor Relations, and Group Purchasing & Supply departments, as well as management from individual business units. The committee ensures that the Company operates in a manner that enhances its positive contribution to society and the environment. The committee is also responsible for reviewing the Company's sustainability strategy, principles and policies; setting guidance, direction and overseeing practices and procedures; and monitoring progress on the Company's sustainability and related activities.

### **Remuneration Committee**

The Board established the Remuneration Committee in May 2003. The primary responsibility of the Remuneration Committee is to assist the Board in achieving its objectives of attracting, retaining and motivating high-caliber directors and senior management and other members of the Group who will underpin the success of the Company and enhance the value of the Company to shareholders.

The Remuneration Committee is responsible for overseeing the establishment and operation of formal and transparent procedures for developing the remuneration packages of directors and senior management of the Company and determining, with delegated responsibility, the remuneration packages of individual executive directors and senior management of the Company and to make recommendations to the Board on the remuneration of non-executive directors. In addition, the committee provides effective supervision and administration of the Company's share option scheme, as well as other share incentive schemes. The committee's authority and duties are set out in written terms of reference that are posted on the Company's website at [www.pccw.com/ir](http://www.pccw.com/ir) and the website of Hong Kong Exchanges and Clearing Limited ("HKEX") at [www.hkexnews.hk](http://www.hkexnews.hk). This committee is comprised of five members, being three independent non-executive directors and two non-executive directors, and is chaired by an independent non-executive director.

The members of the Remuneration Committee during 2023 and up to the date of this annual report are:

Aman Mehta (*Chairman*)

Wei Zhe, David

Meng Shusen

Frances Waikwun Wong

Bryce Wayne Lee

## BOARD COMMITTEES (CONTINUED)

### Remuneration Committee (continued)

The objective of the Company's remuneration policy is to help establish fair and competitive remuneration packages based on our business requirements and industry practice. In order to determine the level of remuneration and fees paid to members of the Board, market rates and factors such as each director's workload, responsibility and job complexity are taken into account. The following factors are considered when determining the remuneration packages of directors and senior management of the Company:

- business requirements;
- individual performance and contribution to results;
- company performance and profitability;
- retention considerations and the potential of individuals;
- corporate goals and objectives;
- changes in relevant markets, including supply and demand fluctuations and changes in competitive conditions; and
- general economic situation.

During the review process, no individual director is involved in decisions relating to his/her own remuneration.

The Remuneration Committee met once in 2023. The attendance of individual directors at the committee meetings is set out on page 24 of this annual report.

The work performed by the Remuneration Committee during 2023 included:

- (i) review and approval of the emoluments of executive directors and senior management, including 2022 performance bonus;
- (ii) review and approval of the 2023 business key performance indicators and performance bonus scheme for executive director and senior management;
- (iii) review of the proposed issue and allotment of new shares of the Company under the general mandate for grant of awards pursuant to the Company's share award scheme, with a recommendation to the Board for approval; and
- (iv) review of the terms of reference of the Remuneration Committee.

Details of emoluments of each director and senior executives are set out in note 12 to the consolidated financial statements.

## **BOARD COMMITTEES** (CONTINUED)

### **Nomination Committee**

The Board established the Nomination Committee in May 2003. The primary objective of the Nomination Committee is to assist the Board in ensuring a fair and transparent procedure for the appointment and re-appointment of directors to the Board, and maintaining a balance of skills, knowledge, experience and diversity of perspectives on the Board which are appropriate to the requirements of the Company's business. The duties of the Nomination Committee are set out in its written terms of reference which are posted on the websites of the Company and HKEX.

The Board adopted a board diversity policy (the "Board Diversity Policy") with a primary objective to enhance the effectiveness of the Board and the corporate governance standard through promoting and achieving diversity on the Board. The Group recognises the importance of having a diverse team of Board members, and is committed to maintaining Board diversity that is free of harassment or discrimination, which are essential elements in maintaining an effective Board.

The Group worked relentlessly in the past year towards our corporate objectives in diversity and inclusion. In 2023, our total workforce gender diversity is at 49:51 female to male ratio. The gender diversity ratio for senior staff is at 40:60. We consider that at present there is a reasonably high gender diversity in the Group's workforce, and will continue to monitor the need to maintain or, if desired or necessary, increase diversity to meet our corporate objectives.

The Board also adopted a nomination policy (the "Nomination Policy") which sets out the procedures and criteria to be used by the Nomination Committee for the selection, appointment and re-appointment of directors.

The Nomination Committee is delegated with the authority to review and assess the diversity of perspectives of the Board, develop measurable objectives for achieving diversity of the Board and monitor the implementation of the Board Diversity Policy and the Nomination Policy as appropriate. As at the date of this annual report, the female representation on the Board is 31%, which exceeds the target set as a long-term objective under the Board Diversity Policy when it was adopted. As such, the implementation of the Board Diversity Policy is considered to be effective. The Nomination Committee considers that at present there is a reasonably high gender-diversity in the Board, and will continue to monitor the need for appointing members of a particular gender in order to maintain or, if desired or necessary, increase diversity. Both the Board Diversity Policy and the Nomination Policy are available on the Company's website.

In assessing the suitability of a candidate as well as considering the Board's succession, the Nomination Committee will give consideration to the Nomination Policy and the Board Diversity Policy, including the measurable objectives set for achieving diversity. Candidates will be selected based on merit against objective criteria and with due regard to the benefits of diversity on the Board and other factors which are relevant to the Company. The Nomination Committee will consider, among other things, the accomplishment, expertise, experience and diversity of perspectives that the candidate can bring to the Board, and the candidate's commitment in respect of available time and relevant interests. The Nomination Committee will make recommendations to the Board on selection of candidate(s) nominated for directorships. In the case of the appointment and re-appointment of independent non-executive directors, the Nomination Committee will assess the independence of the appointees having regard to the criteria set out in the Listing Rules and make recommendations to the Board with respect to their re-election by shareholders at general meetings.

The Nomination Committee is comprised of five members, being one executive director, one non-executive director and three independent non-executive directors. It is chaired by an independent non-executive director.

The members of the Nomination Committee during 2023 and up to the date of this annual report are:

Aman Mehta (*Chairman*)

Li Tzar Kai, Richard

Wang Fang

Frances Waikwun Wong

Lars Eric Nils Rodert

## BOARD COMMITTEES (CONTINUED)

### Nomination Committee (continued)

On 23 February 2024, the Nomination Committee, having reviewed the Board's structure, size and composition, nominated Li Tzar Kai, Richard, Tse Sze Wing, Edmund, Tang Yongbo, Frances Waikwun Wong and Bryce Wayne Lee to the Board for it to consider and recommend to shareholders their re-election at the forthcoming annual general meeting. The nominations were made in accordance with the Nomination Policy and the Board Diversity Policy. The Nomination Committee was satisfied that each of Frances Waikwun Wong and Bryce Wayne Lee has the required integrity, skills and knowledge to continue acting in an independent capacity and contributing to the diversity on the Board with their unique combination of experience and knowledge as described in their biographies set out in this annual report. The Nomination Committee formed the view that the Board has maintained an appropriate mix and balance of skills, knowledge, experience and diversity of perspectives appropriate to the requirements of the Company's business.

The Nomination Committee met once in 2023. The attendance of individual directors at the committee meeting is set out on page 24 of this annual report.

The work performed by the Nomination Committee during 2023 included:

- (i) review and assessment of the independence of all independent non-executive directors of the Company;
- (ii) recommendation to the Board for approval the list of retiring directors for re-election at the 2023 annual general meeting;
- (iii) recommendation to the Board for approval of the appointments of Tang Yongbo as a non-executive director of the Company and Sharhan Mohamed Muhseen Mohamed as an independent non-executive director of the Company after consideration of a range of factors in accordance with the Board Diversity Policy and the Nomination Policy;
- (iv) annual review of the structure, size and composition of the Board taking into account the Board Diversity Policy and the Nomination Policy, with a recommendation to the Board for approval; and
- (v) review of the terms of reference of the Nomination Committee.

### Audit Committee

The Audit Committee of the Board is responsible for assisting the Board to ensure objectivity and credibility of financial reporting, and that the directors have exercised the care, diligence and skills prescribed by law when presenting the Group's results to the shareholders. The Audit Committee is also responsible for assisting the Board to ensure that effective risk management and internal control systems of the Group are in place and good corporate governance standards and practices are maintained by the Group. The committee's authority and duties are set out in written terms of reference that are posted on the websites of the Company and HKEX.

The Audit Committee's responsibilities also include the appointment, compensation and supervision of the external auditors. To oversee the external auditors' independence, procedures have been adopted by the Audit Committee for the monitoring and approval of all audit and permitted non-audit services to be undertaken by the external auditors.

The Group's external auditor is PricewaterhouseCoopers (Certified Public Accountants and Registered Public Interest Entity Auditor). PricewaterhouseCoopers has written to the Audit Committee confirming that they are independent with respect to the Company and that there is no relationship between PricewaterhouseCoopers and the Company which may reasonably be thought to bear on their independence. In order to maintain the external auditor's independence, it would only be employed for non-audit work if the work does not compromise the external auditor's independence and has been pre-approved by the Audit Committee.

During the year, the external auditor provided audit, audit related and permissible non-audit services to the Group. Audit services include services provided in connection with the audit of the Group's consolidated financial statements. Audit related services include services such as issuance of special audit or assurance reports for tax or other regulatory purposes, and accounting advice related to material transactions, where the external auditor is best placed to undertake in its capacity as auditor. Permissible non-audit services include services such as tax compliance and tax planning and non-financial reporting information systems consultation, which require specific review and approval by the Audit Committee.



## BOARD COMMITTEES (CONTINUED)

### Audit Committee (continued)

For the year ended 31 December 2023, the fees paid or payable in respect of audit, audit related and permissible non-audit services provided to the Group by the external auditor amounted to approximately HK\$24 million, HK\$2 million and HK\$79 million, respectively.

On 21 February 2024, the Audit Committee recommended to the Board the re-appointment of PricewaterhouseCoopers to conduct statutory audits in respect of the Company for the financial year 2024 at the forthcoming annual general meeting.

The Audit Committee is comprised of three members, each of whom is an independent non-executive director.

The members of the Audit Committee during 2023 and up to the date of this annual report are:

Aman Mehta (*Chairman*)

Bryce Wayne Lee

Lars Eric Nils Rodert

The Audit Committee is provided with sufficient resources to discharge its duties and meets regularly with management, the internal auditor and external auditor and also reviews their reports. During 2023, the committee met four times. The attendance of individual directors at the committee meetings is set out on page 24 of this annual report.

The work performed by the Audit Committee during 2023 included:

- (i) review of the draft annual report and the draft annual results announcement for the year ended 31 December 2022, with a recommendation to the Board for approval;
- (ii) annual review and approval of PricewaterhouseCoopers' confirmation of independence, its report to the Audit Committee and the draft management representation letter for the year ended 31 December 2022, with a recommendation to the Board for the re-appointment of PricewaterhouseCoopers at the 2023 annual general meeting;
- (iii) review and assessment of effectiveness of the risk management and internal control systems under the CG Code for the year ended 31 December 2022, with a recommendation to the Board for approval;
- (iv) annual review of the continuing connected transactions (including PricewaterhouseCoopers' report on the continuing connected transactions) for the year ended 31 December 2022, with a recommendation to the Board for approval;
- (v) review of the continuing connected transactions with the China Unicom group for the three years ending 31 December 2026, with a recommendation to the Board for approval;
- (vi) review and approval of the Group Internal Audit reports (including the internal audit work plan) and the progress of the internal audit function made during 2023;
- (vii) review of the draft interim report and the draft interim results announcement for the six months ended 30 June 2023, with a recommendation to the Board for approval;
- (viii) review and approval of PricewaterhouseCoopers' confirmation of independence and its report to the Audit Committee for the six months ended 30 June 2023;
- (ix) review and approval of the audit strategy memorandum for the year ending 31 December 2023;
- (x) review and approval of PricewaterhouseCoopers' draft audit engagement letter for the year ending 31 December 2023;

## BOARD COMMITTEES (CONTINUED)

### Audit Committee (continued)

- (xi) review and approval of PricewaterhouseCoopers' pre-year end report to the Audit Committee for the year 2023;
- (xii) consideration and approval of the 2023 audit and non-audit services and pre-approval of the 2024 annual budget for audit and non-audit services;
- (xiii) review of the draft corporate governance report and practices for the year ended 31 December 2022 and the corporate governance disclosure for the six months ended 30 June 2023, in each case with a recommendation to the Board for approval;
- (xiv) review of the draft environmental, social and governance ("ESG") report for the year ended 31 December 2022, with a recommendation to the Board for approval;
- (xv) review and assessment of effectiveness of the risk management and internal control systems of the Group during 2023;
- (xvi) review of the results of the directors' self-evaluation and the Board's self-assessment exercise for the year ended 31 December 2022 to evaluate the performance of the Board, its committees, and directors' contribution, with a recommendation to the Board for approval;
- (xvii) review and monitoring of training and CPD for directors and senior management; and
- (xviii) review of the terms of reference of the Audit Committee.

Subsequent to the year end, the Audit Committee reviewed the draft annual report and the draft annual results announcement, the effectiveness of the Group's risk management and internal control systems, as well as the draft ESG report for the year ended 31 December 2023, with recommendations to the Board for approval.

### Regulatory Compliance Committee

The Regulatory Compliance Committee of the Company is currently comprised of three members, being two independent non-executive directors and one non-executive director. It primarily reviews and monitors the Group's dealings with the CK Hutchison Holdings Limited ("CK Hutchison") Group and the CK Asset Holdings Limited ("CK Asset") Group to ensure that all dealings with these entities are conducted on an arm's-length basis and do not raise any anti-competitive concerns under the Competition Ordinance. The Regulatory Compliance Committee is chaired by an independent non-executive director. The written terms of reference setting out the committee's authority and duties are posted on the websites of the Company and HKEX.

The members of the Regulatory Compliance Committee during 2023 and up to date of this annual report are:

Frances Waikwun Wong (*Chairperson*)

David Christopher Chance

Tse Sze Wing, Edmund

### REGULATORY COMPLIANCE COMMITTEE OF PCCW MEDIA LIMITED

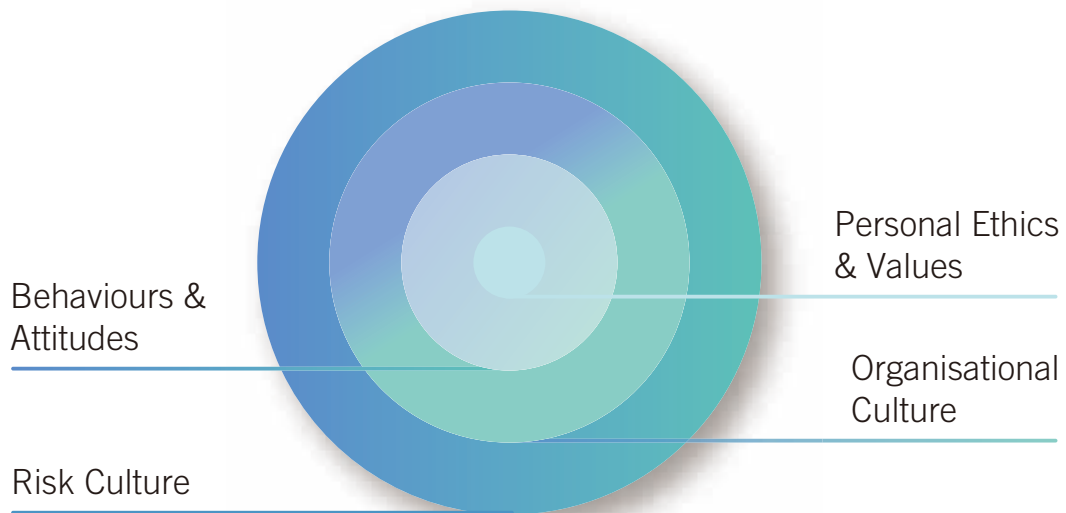
PCCW Media Limited ("PCCW Media"), previously an indirect wholly-owned subsidiary of the Company, has become an indirect wholly-owned subsidiary of HKT since September 2020. The Regulatory Compliance Committee of PCCW Media is comprised of the same members as the PCCW Regulatory Compliance Committee. It primarily reviews and monitors dealings of PCCW Media with the CK Hutchison Group and the CK Asset Group to ensure that all dealings with these entities are conducted on an arm's-length basis and do not raise any anti-competitive concerns under the Competition Ordinance. It also monitors disqualified persons matters under the Broadcasting Ordinance. The written terms of reference setting out the committee's authority and duties are posted on the websites of the Company and HKEX.

## RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for overseeing the risk management and internal control systems (including ESG risks) of the Group and reviewing their effectiveness at least annually through the Audit Committee. The Audit Committee assists the Board in fulfilling its corporate governance roles in overseeing the Group's financial, operational, compliance, risk management and internal controls, along with ESG performance and reporting, as well as the resourcing of both finance and internal audit functions.

### Risk Management Culture

Risk management culture drives our shared common values, attitudes and responsible behaviours towards managing and monitoring risks in the daily operating processes. A strong and effective risk management culture facilitates the Group to informed decision making processes that embed risks. The Group has a well-instilled risk management culture to ensure that the operating units, as first line risk owners are accountable for identifying and managing the risks they have accepted with the corresponding control measurements to ensure there is an effective process in place to manage those acceptable risks across different levels of business activity. In addition, the Group Risk Management & Compliance ("GRM&C") plays an oversight role in formulating and supervising the Group's enterprise risk management framework while providing advisory support to key business risk management decisions.



Advocating the importance of installing culture in sound compliance and risk management across the Group, our ethical standards have been reinforced by a comprehensive scope of Group policies and procedures and all Group members, including directors, officers, and employees, must adhere to a set of behaviour standards that goes beyond the local statutory requirements.

**RISK MANAGEMENT AND INTERNAL CONTROLS (CONTINUED)**

**Risk Management Culture (continued)**

<b>Whistleblowing Policy and Procedure Manual</b>	<b>Anti-Bribery and Corruption Policy and Procedure Manual</b>	<b>Procedures in handling and dissemination of inside information (part of Code of Conduct)</b>
<p>The Audit Committee has established and overseen a whistleblower policy and procedure manual, including a set of comprehensive procedures whereby employees, customers, suppliers and other concerned parties can report any actual or suspected occurrence of improper conduct involving a member of the Group, and for such matters to be investigated and dealt with efficiently in an appropriate, transparent and independent manner while the confidentiality of the whistleblower will be properly protected.</p> <p>Upon receipt of the case through the official notification channels, the Head of Group Internal Audit (“GIA”) will conduct an initial assessment on the nature and materiality of the case. The Head of GIA shall notify the Group Managing Director and the Group Chief Financial Officer, who shall collaboratively determine the appropriate “Case Manager” assignment for the endorsement of the Chairman of the Audit Committee.</p> <p>The Case Manager is typically an independent and appropriate senior member of the Company’s staff of relevant Corporate Functions.</p> <p>The Case Manager should notify the Head of GIA immediately when the investigation is completed, together with details of any disciplinary and/or corrective action(s) determined. The report shall be provided to the Head of GIA for collation and reporting to the Risk Management, Controls and Compliance Committee (“RMCCC”) for their consideration and further reporting to the Audit Committee of the Company as they deem appropriate.</p>	<p>The Board has zero tolerance towards any form of bribery and corruption at any level in association with any aspect of the Group’s activities. Our Anti-Bribery and Corruption Policy (“ABC Policy”) provides principles for all directors, officers, employees, and external parties acting in any capacity on behalf of the Group to conduct business with integrity and honesty and to reduce the risk of corruption. Furthermore, an Anti-Bribery and Corruption Procedure Manual (“Procedure Manual”) has also been developed to provide detailed guidance on mitigating potential bribery and corruption risks in conjunction with the ABC Policy while maintaining the highest possible ethical standards in its business practice. In furtherance of this commitment, the Group has enhanced disclosure and transparency with effective anti-bribery and corruption framework in place by releasing the Statement of ABC Policy which cites the key principles of ABC Policy and Procedure Manual on the Company’s website.</p>	<p>The Group regulates the handling and dissemination of inside information as set out in the Code of Conduct and various supplementary procedures are in place to ensure inside information remains confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made.</p>

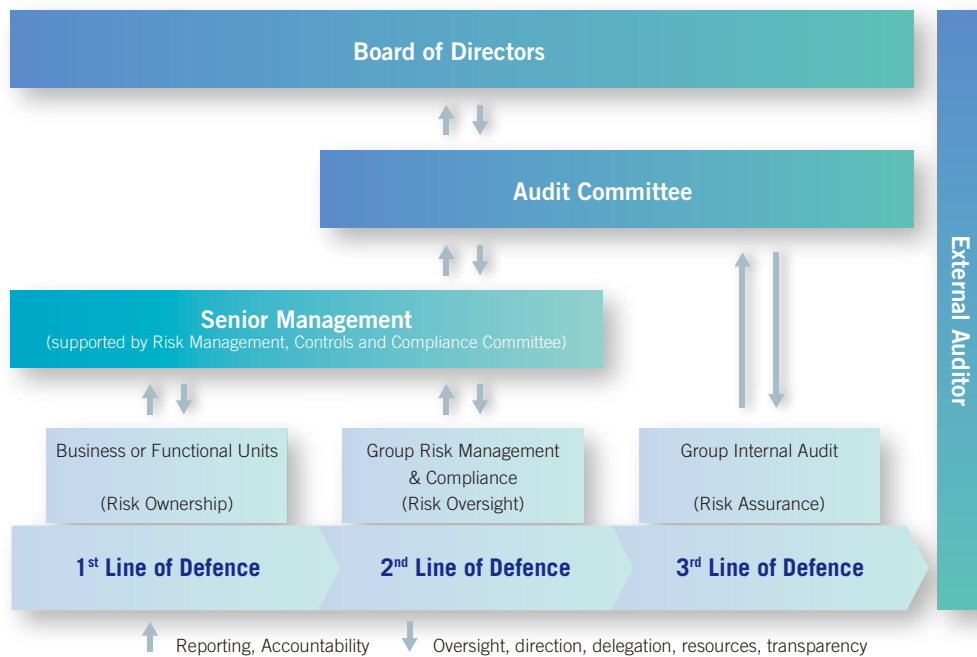
## RISK MANAGEMENT AND INTERNAL CONTROLS (CONTINUED)

### Governance Structure and Enterprise Risk Management Framework

The Group has established an organisational structure with defined levels of responsibility, reporting and escalation procedures. The RMCCC and GIA assist the Board and/or the Audit Committee in reviewing the effectiveness of the Group’s risk management and internal control systems on an ongoing basis. The Board, through these committees, is kept regularly apprised of the significant risks that may have impact on the Group’s performance.

Appropriate policies and controls have been designed and established by the Group to ensure that assets are safeguarded against improper use or disposal, while relevant rules and regulations are being adhered to and complied with, including reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements, as well as key risks that may impact the Group’s reputation and performance are appropriately identified and managed. The systems and internal controls can only provide reasonable, though not absolute, assurance against material misstatement or loss, as they are designed to mitigate rather than eliminate the risk of failure to achieve business objectives.

The Group’s enterprise risk management framework is guided by the “Three Lines of Defence” model as shown below:



The First Line of Defence is responsible for identifying and managing risk as part of their accountability for achieving business and operational objectives where it also designs and executes the internal control measures on a daily basis. Being the risk owners, the First Line of Defence has the responsibility to monitor and update the risk profiles on an ongoing basis which are measured against a pre-defined set of likelihood and impact criteria.

The Second Line of Defence provides the policies, frameworks, tools, techniques and advisory support to enable risk and compliance oversight of the First Line of Defence while ascertaining the relevant embedded controls are effective, as well as ensuring the consistency of categorisation and measurement of risk attributes. The risk management process integrates both top-down and bottom-up approaches to enable the identification, evaluation and management of risks holistically. Mitigation controls will be implemented where opportunities for enhancing the existing control environment arise. This process is reviewed regularly by the Audit Committee and the RMCCC such that any material findings will be reported to the Board.

The Third Line of Defence provides the Board, executive and senior management of the Group with assurance in an independent and objective manner. Such assurance work covers the effectiveness of governance, risk management, and internal controls, including the manner which the First and Second Lines of Defence operate in achieving firm-wide risk management and control objectives.

**RISK MANAGEMENT AND INTERNAL CONTROLS (CONTINUED)**

**Governance Structure and Enterprise Risk Management Framework (continued)**

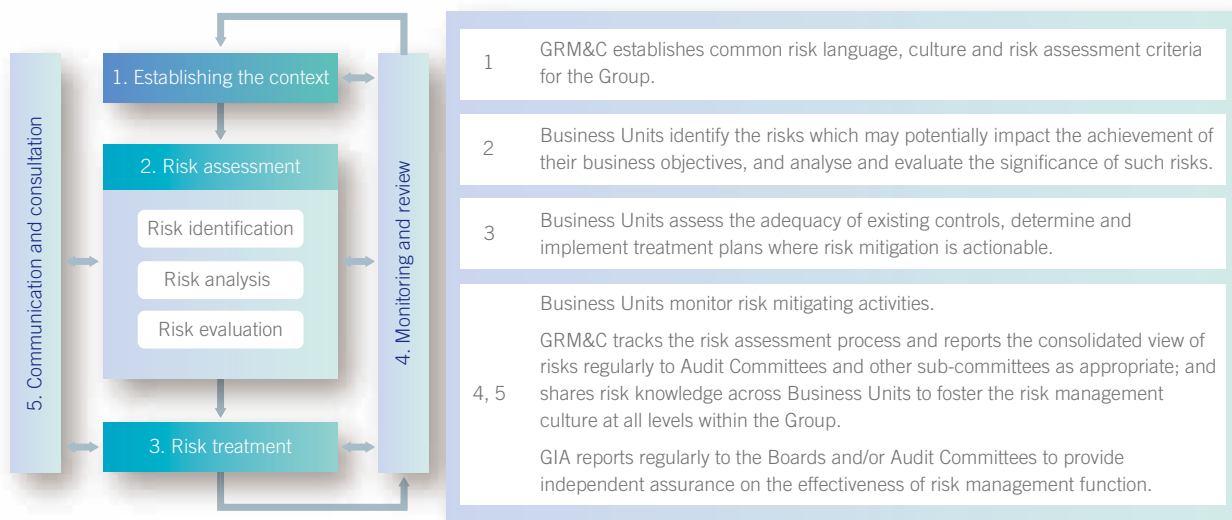
GRM&C is responsible for the supervision of enterprise risk management activities while reviewing significant aspects of risk exposures to the Group through reporting to the Audit Committee at each regularly scheduled meeting, including key risks of the Group and the appropriate mitigation and/or transfer of identified risks. GRM&C is responsible for managing the Group business risk portfolio while working with the Audit Committee to ensure that the business risk registers are kept current, factual and consistent across all operating units. The operating units of the Group, as risk owners identify, evaluate, mitigate and monitor their own risks, and report such risk management activities to GRM&C on a regular basis. GRM&C assesses and presents regular reports to the RMCCC at each regularly scheduled meeting.

GIA adopts a risk-based audit approach. The annual work plan of GIA covers the key risks affecting major activities and processes of the Group’s operations, businesses and service units. Special reviews are also performed at the request of senior management. The results of these audit activities are communicated to key members of executive and senior management of the Group when needed, as well as upon completion. Additionally, the results of the audit activities are communicated to the Audit Committee at each regularly scheduled meeting throughout the year. Audit issues are closely tracked and followed up for proper implementation such that progress is reported to the Audit Committee, executive and senior management of the Group periodically.

GIA maintains primary accountability to the Board and is independent from the responsibilities of management. The Head of GIA reports functionally to the Chairman of the Audit Committee, and administratively to the Acting Group Managing Director and the Group Chief Financial Officer.

The senior management of the Group, supported by the RMCCC, GRM&C and GIA, is responsible for the design, implementation and monitoring of the enterprise risk management and internal control systems, and for providing regular reports to the Board and/or the Audit Committee on the effectiveness of these systems.

The Group incorporates the principles of ISO 31000:2018 Risk Management – Guidelines as its overarching approach to manage its business and operational risks. The following diagram illustrates the key processes used to identify, evaluate and manage the Group’s significant risks:



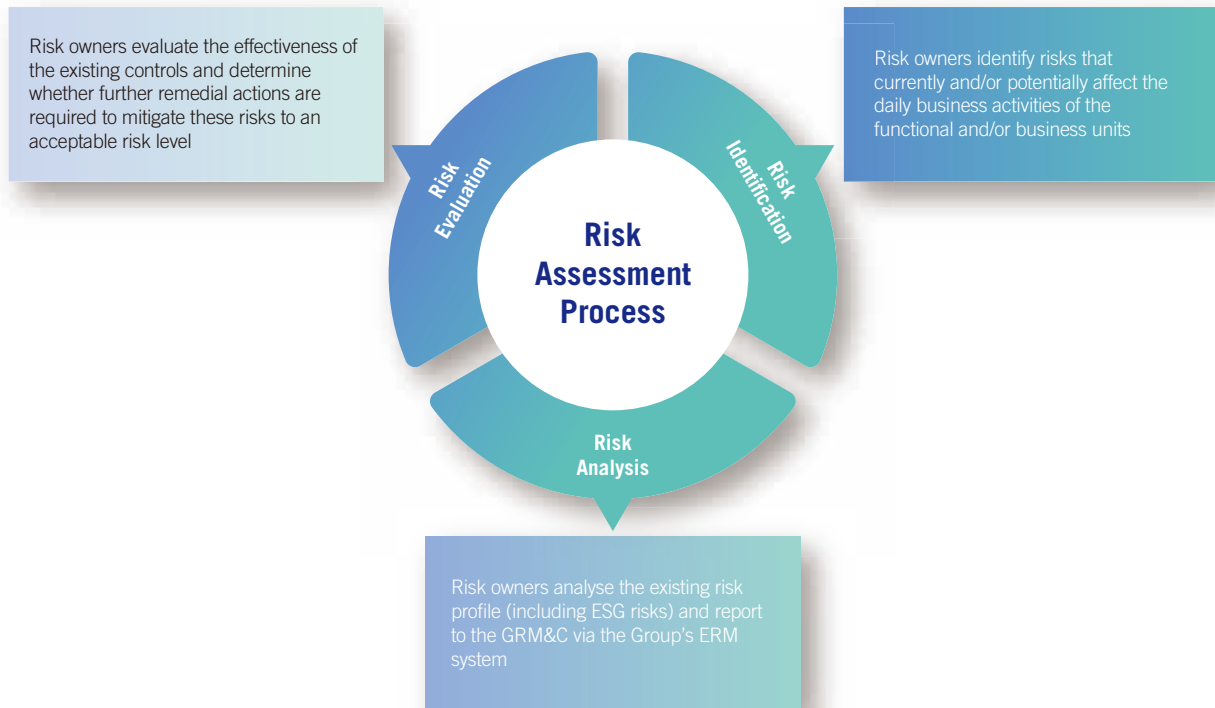
The Group has adopted policies and procedures for assessing and, where prudent, improving the effectiveness of its enterprise risk management and internal control systems, including the requirement for executive management of the Group to regularly assess, and at least annually to certify that such aforementioned matters are deemed appropriate and functioning effectively with the view that they will further enhance the corporate governance of the Group and its business practices.

## RISK MANAGEMENT AND INTERNAL CONTROLS (CONTINUED)

### Governance Structure and Enterprise Risk Management Framework (continued)

The Group has embedded its risk management systems in the daily operating practices. On a continuous basis, the respective operating units of the Group review and assess the status of potential risks which may impact their business objectives and/or those of the Group. This review process includes assessment of whether the existing internal control system remains relevant and effective, while adequately addressing potential risks, and/or should be supplemented.

The diagram below demonstrates the ongoing risk assessment process adopted by the Group:



Our key risk monitoring activities are conducted on an ongoing basis by risk owners who review and monitor the remedial actions of their respective operating units. Review results are recorded in the operating units risk registers for tracking and incorporated into the Group's consolidated repository for analysis of potential strategic implications and regular reporting to senior management and directors of the Group.

## RISK MANAGEMENT AND INTERNAL CONTROLS (CONTINUED)

### Review of the effectiveness of the Risk Management and Internal Control Systems

The Group has implemented processes to undertake extensive testing of its internal controls, and there is an annual certification process in place to support the assessment of the effectiveness of its enterprise risk management and internal control systems.

During 2023, GRM&C worked closely with the operating units, senior management, and the directors to further enhance the enterprise risk management systems including such activities, among other matters, increasing the number of training sessions and risk workshops; further standardising risk reporting narrative, classification, and quantification; closer aligning assessment of internal controls with their inherent risks; and increasing the depth and frequency of interactions with the designated directors with respect to the design, operation and findings of the enterprise risk management system. GRM&C presented reports to the Audit Committee where they were reviewed and distributed to the Board. The same reports highlighted the development progress while assisted the directors in the review of the effectiveness of the enterprise risk management and internal control systems of the Group throughout the year.

Over the same period, GIA reviewed the effectiveness of the Group's risk management and internal control systems over financial, operational and compliance controls with emphases on information technology and security, data privacy and protection, third party management and regulatory compliance. Additionally, as part of the annual internal audit planning process, GIA reviewed the risk registers which the heads of business and corporate functions of the Group were required to update to complete their evaluation of their respective internal controls.

The Audit Committee and the Board were not aware of any areas of concern that would have a material impact on the financial position or results of operations of the Group and considered the enterprise risk management and internal control systems to be generally effective and adequate including the adequacy of resources, staff qualifications and experience, training programmes and the budget of accounting, financial reporting, GRM&C and GIA functions as well as other corporate functions pertaining to the Group's ESG performance and reporting. Both the Board and the Audit Committee remained satisfied that the internal risk control framework implemented by the Group continues to provide the necessary elements of enabling business flexibility without compromising the integrity of risk management and internal control systems.

In addition to the review of enterprise risk management and internal controls undertaken within the Group, the external auditor also assessed the adequacy and effectiveness of risk management and internal controls as part of their statutory audits. Where appropriate, the external auditor's recommendations are adopted and enhancements to the risk management and internal controls would be made.

Further information on risk management and internal controls adopted and implemented by the Group is available under the "Corporate Governance" section on the Company's website.

### Principal Risks and Uncertainties



The ability of the Group to manage risks, including ESG risks in accordance with the latest requirements of the Listing Rules, has been continuously evolving through focusing on risk management capabilities, ensuring that they remain robust where risks are timely identified, assessed and mitigated effectively.

The table below shows the principal risks and uncertainties encountered by the Group and its corresponding key mitigating strategies. These risks may adversely and/or materially affect the overall business performance, financial conditions, operations and growth prospects of the Group if they are not managed properly. These principal risks listed below are not exhaustive or comprehensive, and there may be other risks, which are not known to the Group or may not be material at this juncture but could turn out to become material in the future. Due to the pace and nature at which risks are evolving, the Group remains vigilant in addressing areas of concern while developing appropriate control measures.






## RISK MANAGEMENT AND INTERNAL CONTROLS (CONTINUED)

### Principal Risks and Uncertainties (continued)

Risk	Risk Level Trend in 2023	Description	Key Mitigation Strategies
<p>Technology Risk <i>Cybersecurity Threat</i></p>		<p>The Group relies on a sound IT infrastructure and operating environment in supporting all aspects of its business, including handling of customer data, personal information and other sensitive commercial data which are susceptible to cybersecurity threats.</p>	<p>Group Information and Cybersecurity Council (“GICSC”) oversees all cybersecurity-related initiatives, investments and ongoing maintenance pertaining to the protection of the Group’s core infrastructure including networks, servers and endpoints. The Group continues to monitor suspicious activity to combat cyberattacks by subscribing Attack Surface Management and Continuous Automated Red Teaming solution, as well as bounty hunting platform for in-depth threat assessment. Furthermore, the Company has participated in taskforce allied with government authorities and other telcos to tackle the scams across different e-commerce platforms in Hong Kong while implementing in-call voice alert to remind customer of suspicious calls.</p>
<p>Information Security and <i>Data Protection</i></p>		<p>With the Group’s comprehensive digital ecosystem, information security and customer data privacy protection are two of the material risk attributes recognised.</p>	<p>The Group has ensured a strict compliance with applicable data privacy laws and the Group Information Technology Security Policy in daily operations by constantly reviewing endpoint security and network protection to ensure an alignment between Group information security standards and our data privacy obligations.</p>

**RISK MANAGEMENT AND INTERNAL CONTROLS (CONTINUED)**

**Principal Risks and Uncertainties (continued)**

Risk	Risk Level Trend in 2023	Description	Key Mitigation Strategies
<p><b>Technology Risk</b> (continued) <i>Technology Trend</i></p>		<p>New technologies including generative artificial intelligence (AI) and other market forces may outpace the ability of the Group to face emerging technological complexity and new customer experience.</p>	<p>The Group has been staying vigilant in identifying potential vulnerabilities, while ensuring effective governance and oversight in addressing regulatory requirements and technology risk using enhanced technology assessment framework on AI adoption in accordance with the strategic roadmap and priorities of the Group.</p>
<p><b>Regulatory and Legal Risk</b> <i>Non-compliance with Laws and Regulations</i></p>		<p>The Group operates in markets and industries requiring compliance with legal and regulatory standards adopted in various sectors, as well as jurisdictions, such as telecommunications, broadcasting, rules that govern the use of personal data, financial related services, etc.</p>	<p>The Group has conducted a series of Group initiatives with the commitment to meet the highest standards of corporate governance and recognise the value in building trust with our global business partners and stakeholders by launching on-going trainings pertaining to Risk Management &amp; Compliance topics while revamping Group policies &amp; procedures to further enhance disclosure and transparency in relation to ESG aspects.</p>
<p><b>Project Risk</b> <i>Project Management</i></p>		<p>To attain the sustainable growth of the Group and to create long-term value for stakeholders, there are different scale business projects initiated. The operating units must manage the projects effectively to ensure timeliness and quality of deliverables.</p>	<p>The Group has been providing on-going risk management support to business units and their project teams ensuring effective mitigation controls have been put in place for addressing key risk items with significant impact(s) on overall project delivery schedule.</p>



## RISK MANAGEMENT AND INTERNAL CONTROLS (CONTINUED)

### Principal Risks and Uncertainties (continued)


Risk	Risk Level Trend in 2023	Description	Key Mitigation Strategies
<b>People Risk</b> <i>Employee Retention and Talent Development</i>		<p>As a prominent multi-service and technologies provider, a proactive review approach of workforce strategy in retaining and developing the best people with the right skills and attitudes across all levels is the key, and to further enhance the scaling of our people in accordance with business and operational requirements.</p>	<p>The Group has established training, performance management and reward programmes to retain, develop and motivate staff members. Furthermore, the Group has continued to support the post-implementation of Group Human Resources system in promoting learning culture amongst employees and to develop succession planning to avoid any major disruption resulting from the loss of key employees. This will ensure continuity of business strategy while fostering a culture of strength.</p>
<b>Operational Risk</b> <i>Business Interruption</i>		<p>Business interruption due to external factors beyond control.</p>	<p>The Group has adopted a Business Continuity Management Policy and Corporate Incident Response Plan to ensure any significant corporate incidents reported/escalated are handled promptly with care and in a cautious manner to protect our staff with the readiness to resume normal operations and mobilising resources to bolster recovery and growth.</p>
<i>Third-Party Vendor</i>		<p>Business interruption due to third-party service failure.</p>	<p>Effective vendor risk management with periodic due diligence and ongoing monitoring, diversification of supply chain and technologies deployment through sourcing and working with multiple vendors operating in different jurisdictions mitigate residual risk exposure while achieving diversification without relying to a single vendor.</p>

**RISK MANAGEMENT AND INTERNAL CONTROLS (CONTINUED)**

**Principal Risks and Uncertainties (continued)**

Risk	Risk Level Trend in 2023	Description	Key Mitigation Strategies
<b>Market Risk</b> <i>Market Competition</i>		<p>The Group operates in markets and industries where the regulatory environment promotes competition and consumer protection. In 2023, market competition further intensified due to technological innovation emerging in the marketplace, such as generative AI.</p>	<p>The Group has operated in this competitive landscape for over twenty years and continued to strive to compete primarily based on attributes such as functionality, coverage, time to market, ease of integration, pricing, and quality of products and services, as well as longstanding market experience, goodwill and reputation.</p> <p>Furthermore, we have leveraged the networking of the Group’s other operating units to enable more cross selling opportunities, as well as customer feedback management, and the adoption of AI tools in Group’s operations aiming to drive more extensive digital transformation in pursuit of a sustainable future.</p>
<b>Strategic Risk</b> <i>Political Landscape</i>		<p>The multinational footprint of the Group spans in several jurisdictions. Changes in the macroeconomy due to geopolitical uncertainty and policy driven currency and interest rate fluctuations may expose the Group to potential financial and strategic risks.</p>	<p>By constantly monitoring of the development of political landscape and reviewing of revenue trends through diversified portfolio of leading media and telecom businesses into other industry segments such as FinTech and HealthTech, the Group continues to explore more strategic business opportunities on different technology platforms and geographical locations.</p>
<i>Failure of Strategy</i>		<p>The current business model envisages growth, whether by way of organic growth or through new business amalgamation or strategic investments, in telecommunications and/or technology sectors.</p>	<p>The Group’s considerable internal knowledge and subject matter expertise, together with external advisors where appropriate, can provide any necessary information and guidance on relevant matters and pending changes that may have adverse impact on the franchise value of the Group.</p>

Risk Level Trending Legend

-  Risk level remains broadly the same
  Risk level trending upward
  Risk level trending downward
-  New Risk

## COMPANY SECRETARY

Ms Cheung Hok Chee, Vanessa has been appointed the Group General Counsel and Company Secretary of the Company since October 2021. She is also the Group General Counsel and Company Secretary of HKT Management Limited (the trustee-manager of the HKT Trust) and HKT. All directors have access to the advice and services of the company secretary, who is responsible for ensuring that the Board procedures are followed, advising the Board on all corporate governance matters, and arranging induction programmes including briefings on the general and specific duties of directors under legal and regulatory requirements for newly appointed directors. The company secretary facilitates the induction and professional development of directors.

During the year ended 31 December 2023, Ms Cheung has received no less than 15 hours of relevant professional training to refresh her skills and knowledge.

## SHAREHOLDERS' RIGHTS

### Procedures to convene a general meeting and put forward proposals at general meetings

Shareholder(s) representing at least 5% of the total voting rights of all the shareholders of the Company having a right to vote at general meetings may request the directors to call a general meeting of the Company pursuant to the Hong Kong Companies Ordinance. The request must state the general nature of the business to be dealt with, and may include the text of a resolution that may properly be moved and is intended to be moved at the general meeting. The request may be sent to the Company at the registered office of the Company in hard copy form or in electronic form for the attention of the company secretary, and must be authenticated by the person(s) making it.

Shareholders can refer to the detailed requirements and procedures as set forth in the relevant sections of the Hong Kong Companies Ordinance and the Articles of Association when making any requisitions or proposals for transaction at the general meetings of the Company.

### Procedures by which enquiries may be put to the Board

Shareholders may send enquiries to the Board in writing c/o the Corporate Secretariat with the following contact details:

Attention: Company Secretary  
Address: 41st Floor, PCCW Tower, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong  
Fax: +852 2962 5725  
Email: co.sec@pccw.com

## INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company is committed to promoting and maintaining effective communication with the shareholders (both individual and institutional). A Shareholders Communication Policy has been adopted for ensuring the Company's shareholders and, in appropriate circumstances, the investment community at large, are provided with ready, equal and timely access to balanced and understandable information about the Company in order to enable the shareholders to exercise their rights in an informed manner, and to allow shareholders and the investment community to engage actively with the Company. The Shareholders Communication Policy is available on the Company's website ([www.pccw.com/ir](http://www.pccw.com/ir)).

The Company encourages two-way communications with institutional and retail investors, as well as financial and industry analysts. Extensive information on the Company's activities is provided in the annual and interim reports and circulars which are sent to the shareholders and are also available on the websites of the Company and HKEX.

In addition to despatching this annual report to the shareholders, financial and other information relating to the Group and its business activities is disclosed on the Company's website in order to promote effective communication.

## INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS (CONTINUED)

Regular dialogue takes place with the investment community. Inquiries from individuals on matters relating to their shareholdings and the business of the Company are dealt with in an informative and timely manner. The relevant contact information is provided on page 226 of this annual report and also provided in the Shareholders Communication Policy. Based on the information set out in the above paragraphs, the implementation of the Shareholders Communication Policy is considered to be effective.

The Board approved and adopted a dividend policy in November 2018 which sets out its overall objective to deliver steady and sustainable returns to its shareholders. In proposing any dividend payment, the Board will take into account a number of factors which include the Group's financial position and results of operation, the distributions received from its subsidiaries (including from the HKT Trust) and other investments, the funding needs for the operation and expansion of the Group's businesses, the prevailing economic and market conditions, and other factors the Board may consider relevant and appropriate. In general, the dividend payment for a financial year will be made on a semi-annual basis. The policy states the current intention of the Board which is subject to change.

The annual general meeting of the Company will be held in 2024 for which reasonable notice will be given in compliance with applicable requirements. At the meeting, directors will be available to answer questions on the Group's business and external auditor will be available to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and the auditor independence.

## CONSTITUTIONAL DOCUMENT

During the year ended 31 December 2023, there was no change made to the constitutional document of the Company. A copy of the constitutional document is available on the websites of the Company and HKEX.

By order of the Board

**Cheung Hok Chee, Vanessa**

*Group General Counsel and Company Secretary*

Hong Kong, 23 February 2024

## MANAGEMENT'S DISCUSSION AND ANALYSIS

- Revenue increased 1% to HK\$36,347 million
  - HKT total revenue increased by 1% to HK\$34,330 million; excluding Mobile product sales, HKT total revenue increased by 3% to HK\$31,370 million
  - OTT Business revenue up 22% to HK\$2,452 million
  - Free TV & Related Business revenue up 5% to HK\$952 million
- EBITDA increased 4% to HK\$12,831 million
  - HKT EBITDA up 3% to HK\$13,400 million
  - OTT Business EBITDA more than tripled, surging by 233% to HK\$592 million
  - Free TV & Related Business EBITDA almost doubled, expanding by 96% to HK\$190 million
- Loss attributable to equity holders of the Company from continuing operations for the year improved to HK\$471 million
- Final dividend of 28.48 HK cents per ordinary share resulting in full-year dividend of 38.25 HK cents per ordinary share

### MANAGEMENT REVIEW

Amidst challenging economic conditions, PCCW delivered stable operating performance, underpinned by solid progress in both its over-the-top (“OTT”) and Free TV media businesses and HKT Limited’s (“HKT”) resilient operations.

Both the OTT and Free TV & Related Businesses made steady progress resulting in significant growth in revenue and earnings before interest, tax, depreciation and amortisation (“EBITDA”). For the year ended 31 December 2023, OTT Business revenue rose by a notable 22% to reach HK\$2,452 million. This was primarily driven by Viu, which saw a substantial 27% rise in revenue benefitting from its enriched content, strong engagement with its sizeable user base and greater value delivered to its paid subscribers. During the year, Viu focused its efforts on driving subscription revenue which grew by 32% on the back of an increase in paid subscribers by 10% to 13.4 million as well as increases in pricing in selected markets. On the ad-supported service tier, revenue grew by 15% supported by higher cost per thousand impressions (“CPM”) and sell-through rates. With emphasis on monetisation and profitability, the EBITDA of the OTT Business more than tripled to HK\$592 million.

During the year, ViuTV continued to offer captivating variety shows and dramas, garnering solid viewership and attracting sponsorship from a diversified range of advertisers. In addition, our event and artiste management business experienced steady growth as we ventured into new entertainment formats such as movies, theatre plays as well as overseas events. With the widening of our entertainment portfolio and an audience base that is appealing to advertisers, the Free TV & Related Business achieved a 5% increase in revenue, reaching HK\$952 million despite the challenging TV advertising landscape in Hong Kong. On the back of the enlarged revenue base and benefits of scale, ViuTV’s EBITDA almost doubled to HK\$190 million for the year ended 31 December 2023.

### MANAGEMENT REVIEW (CONTINUED)

HKT's total revenue excluding Mobile product sales increased by 3% to HK\$31,370 million, reflecting the robust demand and execution of digital transformation projects for enterprises and government customers, sustained demand for its reliable fibre services, accelerated recovery in roaming revenue and broader 5G adoption. Total revenue grew by 1% to HK\$34,330 million despite softer Mobile product sales. Total EBITDA increased by 3% to HK\$13,400 million, spurred by higher revenue and concerted cost optimisation efforts that included the deployment of AI applications.

On a consolidated basis, the Group's revenue increased by 1% to HK\$36,347 million and EBITDA increased by 4% to HK\$12,831 million with an improved margin of 35%. Loss attributable to equity holders of the Company from continuing operations improved to HK\$471 million.

The board of Directors (the "Board") has recommended the payment of a final dividend of 28.48 HK cents per ordinary share, resulting in a full-year dividend of 38.25 HK cents per ordinary share for the year ended 31 December 2023.

### OUTLOOK

As markets await the easing of monetary policies, we will explore opportunities that will allow us to harness the diversity within our businesses, driving sustainable growth. By negotiating the evolving terrain with prudence, we trust that our commitment to innovation will empower our service enhancement and create consistent value for our stakeholders.



## FINANCIAL REVIEW BY SEGMENT

For the year ended 31 December HK\$ million	2022			2023			Better/ (Worse) y-o-y
	H1 <sup>5</sup>	H2	Full Year	H1	H2	Full Year	
<b>Continuing operations<sup>5</sup></b>							
<b>Revenue</b>							
HKT	16,157	17,968	34,125	<b>16,400</b>	<b>17,930</b>	<b>34,330</b>	1%
HKT (excluding Mobile Product Sales)	14,868	15,633	30,501	<b>15,247</b>	<b>16,123</b>	<b>31,370</b>	3%
Mobile Product Sales	1,289	2,335	3,624	<b>1,153</b>	<b>1,807</b>	<b>2,960</b>	(18)%
OTT Business	786	1,226	2,012	<b>971</b>	<b>1,481</b>	<b>2,452</b>	22%
Free TV & Related Business	388	522	910	<b>390</b>	<b>562</b>	<b>952</b>	5%
Other Businesses	400	272	672	<b>369</b>	<b>398</b>	<b>767</b>	14%
Eliminations	(993)	(661)	(1,654)	<b>(1,280)</b>	<b>(874)</b>	<b>(2,154)</b>	(30)%
<b>Consolidated revenue</b>	<b>16,738</b>	<b>19,327</b>	<b>36,065</b>	<b>16,850</b>	<b>19,497</b>	<b>36,347</b>	1%
<b>Cost of sales</b>	<b>(8,149)</b>	<b>(9,765)</b>	<b>(17,914)</b>	<b>(8,292)</b>	<b>(9,824)</b>	<b>(18,116)</b>	(1)%
<b>Operating costs before depreciation, amortisation, and gains/(losses) on disposal of property, plant and equipment and right-of-use assets, net</b>	<b>(3,084)</b>	<b>(2,679)</b>	<b>(5,763)</b>	<b>(2,927)</b>	<b>(2,473)</b>	<b>(5,400)</b>	6%
<b>EBITDA<sup>1</sup></b>							
HKT	5,834	7,230	13,064	<b>6,009</b>	<b>7,391</b>	<b>13,400</b>	3%
OTT Business	18	160	178	<b>165</b>	<b>427</b>	<b>592</b>	233%
Free TV & Related Business	79	18	97	<b>83</b>	<b>107</b>	<b>190</b>	96%
Other Businesses	(285)	(364)	(649)	<b>(294)</b>	<b>(403)</b>	<b>(697)</b>	(7)%
Eliminations	(141)	(161)	(302)	<b>(332)</b>	<b>(322)</b>	<b>(654)</b>	(117)%
<b>Consolidated EBITDA<sup>1</sup></b>	<b>5,505</b>	<b>6,883</b>	<b>12,388</b>	<b>5,631</b>	<b>7,200</b>	<b>12,831</b>	4%
<b>Consolidated EBITDA<sup>1</sup> Margin</b>	<b>33%</b>	<b>36%</b>	<b>34%</b>	<b>33%</b>	<b>37%</b>	<b>35%</b>	
Depreciation	(1,342)	(1,418)	(2,760)	<b>(1,308)</b>	<b>(1,495)</b>	<b>(2,803)</b>	(2)%
Amortisation	(2,340)	(2,633)	(4,973)	<b>(2,499)</b>	<b>(2,561)</b>	<b>(5,060)</b>	(2)%
Losses on disposal of property, plant and equipment and right-of-use assets, net	–	(2)	(2)	–	<b>(2)</b>	<b>(2)</b>	0%
Other gains/(losses), net	316	(367)	(51)	<b>218</b>	<b>63</b>	<b>281</b>	n/a
Interest income	43	58	101	<b>87</b>	<b>78</b>	<b>165</b>	63%
Finance costs	(721)	(1,105)	(1,826)	<b>(1,153)</b>	<b>(1,508)</b>	<b>(2,661)</b>	(46)%
Share of results of associates and joint ventures	(162)	(116)	(278)	<b>(102)</b>	<b>(150)</b>	<b>(252)</b>	9%
<b>Profit before income tax</b>	<b>1,299</b>	<b>1,300</b>	<b>2,599</b>	<b>874</b>	<b>1,625</b>	<b>2,499</b>	(4)%
Income tax	(474)	(198)	(672)	<b>(362)</b>	<b>(47)</b>	<b>(409)</b>	39%
Holders of perpetual capital securities	(118)	(117)	(235)	<b>(118)</b>	<b>(117)</b>	<b>(235)</b>	0%
Non-controlling interests	(901)	(1,467)	(2,368)	<b>(880)</b>	<b>(1,446)</b>	<b>(2,326)</b>	2%
<b>(Loss)/Profit attributable to equity holders of the Company from continuing operations</b>	<b>(194)</b>	<b>(482)</b>	<b>(676)</b>	<b>(486)</b>	<b>15</b>	<b>(471)</b>	30%

Note: The ITS Business<sup>6</sup> was reclassified as discontinued operations in 2022 and is excluded from the table

## MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)

*Note 1 EBITDA represents earnings before interest income, finance costs, income tax, depreciation and amortisation, gains/losses on disposal of property, plant and equipment, interests in leasehold land, right-of-use assets and intangible assets, net other gains/losses, losses on property, plant and equipment, restructuring costs, impairment losses on goodwill, tangible and intangible assets and interests in associates and joint ventures, and the Group's share of results of associates and joint ventures. While EBITDA is commonly used in the telecommunications industry worldwide as an indicator of operating performance, leverage and liquidity, it is not presented as a measure of operating performance in accordance with the Hong Kong Financial Reporting Standards (HKFRSs) and should not be considered as representing net cash flows from operating activities. The computation of the Group's EBITDA may not be comparable to similarly titled measures of other companies.*

*Note 2 Gross debt refers to the principal amount of short-term borrowings and long-term borrowings.*

*Note 3 Group capital expenditure includes additions to property, plant and equipment and interests in leasehold land.*

*Note 4 Adjusted funds flow (AFF) is defined as EBITDA less capital expenditures, customer acquisition costs and licence fees paid, taxes paid, finance costs and interest expense paid, and adjusted for interest income received and changes in working capital. It is not presented as a measure of leverage or liquidity in accordance with HKFRSs and should not be considered as representing net cash flows or any other similar measures derived in accordance with HKFRSs, or an alternative to cash flow from operations or a measure of liquidity. HKT's AFF is computed in accordance with the above definition using financial information derived from HKT's audited consolidated financial statements. The AFF may be used for debt repayment.*

*Note 5 Figures are restated to exclude the part of the Solutions Business injected into Lenovo PCCW Solutions Limited, a strategic partnership with Lenovo Group Limited (which is referred to as the ITS Business<sup>6</sup>); such business was reclassified as discontinued operations.*

*Note 6 ITS Business comprises the IT solutions business including but not limited to digital and managed services, technology services and business process outsourcing of Lenovo PCCW Solutions Limited, of which 80% interests thereon were transferred to Lenovo Group Limited in August 2022.*

## HKT

For the year ended 31 December HK\$ million	2022			2023			Better/ (Worse) y-o-y
	H1	H2	Full Year	H1	H2	Full Year	
<b>HKT Revenue</b>	16,157	17,968	34,125	<b>16,400</b>	<b>17,930</b>	<b>34,330</b>	1%
TSS	11,596	12,376	23,972	<b>11,685</b>	<b>12,485</b>	<b>24,170</b>	1%
– Local TSS Services	7,968	8,535	16,503	<b>8,159</b>	<b>8,714</b>	<b>16,873</b>	2%
– International Telecommunications Services	3,628	3,841	7,469	<b>3,526</b>	<b>3,771</b>	<b>7,297</b>	(2)%
Mobile	4,936	6,630	11,566	<b>4,968</b>	<b>6,340</b>	<b>11,308</b>	(2)%
– Mobile Services	3,647	4,295	7,942	<b>3,815</b>	<b>4,533</b>	<b>8,348</b>	5%
– Mobile Product Sales	1,289	2,335	3,624	<b>1,153</b>	<b>1,807</b>	<b>2,960</b>	(18)%
Other Businesses	567	314	881	<b>596</b>	<b>286</b>	<b>882</b>	–
Eliminations	(942)	(1,352)	(2,294)	<b>(849)</b>	<b>(1,181)</b>	<b>(2,030)</b>	12%
<b>HKT EBITDA<sup>1</sup></b>	5,834	7,230	13,064	<b>6,009</b>	<b>7,391</b>	<b>13,400</b>	3%
<b>HKT EBITDA<sup>1</sup> margin</b>	36%	40%	38%	<b>37%</b>	<b>41%</b>	<b>39%</b>	
<b>HKT Adjusted Funds Flow<sup>4</sup></b>	2,377	3,271	5,648	<b>2,429</b>	<b>3,369</b>	<b>5,798</b>	3%

In the face of tight monetary conditions, slower than expected economic recovery and ongoing geopolitical uncertainties, HKT leveraged its innovation, trusted reputation and robust telecommunications infrastructure to deliver another set of solid annual results in 2023.

The Mobile business recorded accelerated growth in services revenue of 5% to HK\$8,348 million for the year ended 31 December 2023. This reflected the rapid recovery in roaming revenue, further momentum of 5G adoption and strong growth in our post-paid customer base, despite the intense market competition in the price-sensitive segment. As international travel fully resumed, the Mobile business experienced a surge in demand for data roaming services. Notably, the consumer outbound roaming revenue in the second half of 2023 reached 95% of pre-pandemic levels in 2019. As a result, total roaming revenue in 2023 soared by 176% year-on-year. 5G penetration continued with the customer base approaching 1.4 million, representing 41% of our total post-paid customers at the end of December 2023.

Total Mobile revenue declined marginally to HK\$11,308 million as Mobile product sales were softer falling to HK\$2,960 million from HK\$3,624 million as consumers delayed the replacement of handsets due to weak overall sentiment and lack of new features to entice upgrades. However, with improved operating efficiencies, EBITDA from the Mobile segment increased by 4% to HK\$5,060 million during the year at an improved margin of 45%, with EBITDA from Mobile services increasing 5% to HK\$5,057 million at a margin of 61%.

Enterprise segment recorded robust growth as we delivered industry specific solutions that helped enterprise customers serve their clients better and more efficiently. As a result, local data revenue registered an impressive growth of 10% in 2023. Furthermore, HKT successfully secured new project wins from enterprise customers with a total contract value of over HK\$4 billion as at year end. With continued demand for high-speed, reliable broadband solutions from individuals, households and enterprises, broadband revenue increased by 2% spurred by ongoing upgrades to our fibre-to-the-home (“FTTH”) services, including the newly launched 2.5Gbps offering. Our Pay TV business remained resilient during the year as Now TV further strengthened its content proposition and enhanced the viewing experience while the Local Telephony business continued to be affected by the shift away from basic voice services to mobile and data and weakness in the small and medium-sized enterprise (“SME”) segment. Consequently, revenue in the Local Telecommunications Services (“TSS”) segment grew by 2% to HK\$16,873 million.

Total TSS revenue grew by 1% to HK\$24,170 million reflecting the solid performance in Local TSS Services revenue which was partially offset by lower voice revenue in the International Telecommunications Services business. Total TSS EBITDA grew by 3% to HK\$9,371 million with an improved margin of 39%.

**HKT (CONTINUED)**

On a consolidated basis, HKT's total revenue, excluding Mobile product sales, for the year ended 31 December 2023 increased by 3% to HK\$31,370 million, while total revenue increased by 1% to HK\$34,330 million.

Operating costs improved by 12% as a result of the Group's continued focus on operating efficiency and cost optimisation initiatives across each of the business lines including the deployment of AI applications, which lifted total EBITDA for the year by 3% to HK\$13,400 million with margin improving from 38% to 39%.

Profit attributable to holders of share stapled units of the HKT Trust and HKT ("Share Stapled Units") was HK\$4,991 million for the year, an increase of 2% over the previous year. Basic earnings per Share Stapled Unit was 65.89 HK cents.

Adjusted funds flow for the year ended 31 December 2023 rose to HK\$5,798 million, an increase of 3% over the previous year. Annual adjusted funds flow per Share Stapled Unit was 76.49 HK cents.

HKT recommended the payment of a final distribution of 44.44 HK cents per Share Stapled Unit for the year ended 31 December 2023. This brings the 2023 full-year distribution to 76.49 HK cents per Share Stapled Unit (comprising 32.05 HK cents as interim distribution and 44.44 HK cents as final distribution) representing the full payout of the annual adjusted funds flow per Share Stapled Unit.

For a more detailed review of the performance of HKT, including detailed reconciliation between HKT's EBITDA and adjusted funds flow as well as HKT's EBITDA and profit before income tax, please refer to its 2023 annual results announcement released on 22 February 2024.

**OTT Business**

For the year ended 31 December HK\$ million	2022			2023			Better/ (Worse) y-o-y
	H1	H2	Full Year	H1	H2	Full Year	
<b>OTT Business Revenue</b>	786	1,226	2,012	<b>971</b>	<b>1,481</b>	<b>2,452</b>	22%
<b>OTT Business EBITDA<sup>1</sup></b>	18	160	178	<b>165</b>	<b>427</b>	<b>592</b>	233%

In the year ended 31 December 2023, the OTT Business delivered a revenue growth of 22% year-on-year to reach HK\$2,452 million. This growth was primarily attributable to Viu, which recorded a significant 27% rise in revenue year-on-year to HK\$2,041 million, representing over 80% of total OTT Business revenue.

With a focus on driving profitability, Viu concentrated its efforts on deepening the engagement with its sizeable user base, enriching the content, and delivering greater value for paid subscribers. For the year ended 31 December 2023, Viu increased its paid subscription revenue by 32% year-on-year. This was on the back of a growing paid subscriber base which reached 13.4 million, an increase of 10% year-on-year, with growth in Malaysia, Indonesia, the Philippines and South Africa particularly strong. Viu also took steps to increase prices in selected markets to better reflect the value of the content library available to paid subscribers.

On the ad-supported tier of the service, Viu's advertising revenue grew by 15% year-on-year as we successfully commanded higher cost per thousand impressions ("CPM") and sell-through rates, demonstrating the quality of the audience we can deliver to premium brands. Monthly active users ("MAU") stood at 62.4 million at year-end on 31 December 2023.

With emphasis on monetisation and profitability, EBITDA of the OTT Business surged by 233% to HK\$592 million with the margin correspondingly increasing to 24% from 9%.

In 2023, as part of South Korea's Busan International Film Festival, Viu was presented with the "Special Contribution for K-wave" award at the Asia Contents Awards & Global OTT Awards. Moving forward, we will continue to leverage our substantial platform in delivering compelling and diverse offerings to our target audience across the region, including mainland Chinese, Thai and other content that are rising in popularity among viewers in the markets where Viu is available. We will continue to collaborate and offer advertiser-supported projects that are customised for specific markets, thereby creating new opportunities for monetisation.

## Free TV & Related Business

For the year ended 31 December HK\$ million	2022			2023			Better/ (Worse) y-o-y
	H1	H2	Full Year	H1	H2	Full Year	
<b>Free TV &amp; Related Business Revenue</b>	388	522	910	<b>390</b>	<b>562</b>	<b>952</b>	5%
<b>Free TV &amp; Related Business EBITDA<sup>1</sup></b>	79	18	97	<b>83</b>	<b>107</b>	<b>190</b>	96%

Despite the challenging market conditions in Hong Kong, our Free TV & Related Business generated a 5% increase in revenue, reaching HK\$952 million. This reflected our success in attracting premium sponsorships from advertisers as well as the steady growth of our event and artiste management business.

While the TV advertising market remained soft throughout the year, ViuTV focused on offering high quality and relevant content to viewers. This included dramas such as *Legal Affair* (法與情) and the Hong Kong adaptation of the Korean drama *Business Proposal* (社内相親), which both drew healthy monthly and daily prime time viewership. The favourable demographics of our viewers attracted top-tier advertisers from various sectors, including banking and investments, restaurants and healthcare, which has been instrumental in sustaining our advertising revenue on the back of the sluggish TV advertising market.

Importantly, ViuTV's digital platform recorded a 9% year-on-year increase in registered members to over 3 million, reflecting the ongoing shift of viewers online.

Our event and artiste management business experienced numerous successes. We increased the participation of our artistes in additional entertainment formats such as movies and theatre plays. One of our films, *Mad Fate* (命案), was awarded the Best Picture accolade from the Hong Kong Film Critics Society. We successfully sold out 15 solo concerts of our in-house artistes and expanded our artiste portfolio with new up-and-coming talent from season five of *King Maker* (全民造星). We are also managing events beyond Hong Kong for in-house and external artistes, expanding our presence regionally.

With the enlarged revenue base and the benefits of scale, EBITDA increased significantly by 96% to HK\$190 million for the year ended 31 December 2023 with the margin correspondingly increasing to 20% from 11%.

Going forward, ViuTV will continue to scale the business by offering high-quality content, expanding distribution to additional platforms and markets as well as nurturing new talent and promoting them across various entertainment formats and markets.

### Other Businesses

Other Businesses primarily comprise the remaining Solutions Business following the deconsolidation of the ITS Business<sup>6</sup> in 2022 and corporate support functions. It recorded HK\$767 million in revenue and an EBITDA cost of HK\$697 million for the year ended 31 December 2023.

### Eliminations

Eliminations for the year ended 31 December 2023 were HK\$2,154 million versus HK\$1,654 million a year earlier, reflecting greater collaboration among members of the Group on both internal and external projects.

## Costs

### Cost of Sales

For the year ended 31 December HK\$ million	2022			2023			Better/ (Worse) y-o-y
	H1 <sup>5</sup>	H2	Full Year	H1	H2	Full Year	
HKT	8,134	8,960	17,094	<b>8,279</b>	<b>9,175</b>	<b>17,454</b>	(2)%
Consolidated	8,149	9,765	17,914	<b>8,292</b>	<b>9,824</b>	<b>18,116</b>	(1)%

HKT's cost of sales for the year ended 31 December 2023 increased by 2% year-on-year to HK\$17,454 million which was in line with its revenue growth during the year. Cost of sales for the Media Business was stable.

### General and Administrative Expenses

For the year ended 31 December 2023, the Group's operating costs before depreciation, amortisation and loss on disposal of property, plant and equipment and right-of-use assets, net ("operating costs") decreased by 6% to HK\$5,400 million. This reflected HKT's 12% improvement arising from its continued focus on operating efficiency and cost optimisation initiatives across each of the business lines, including workforce optimisation and digitalising business processes via the adoption of GenAI, consolidation of business operations and rationalisation of IT platforms. Operating costs of the Media Business were stable. Overall operating costs-to-revenue ratio decreased from 16% to 15% for the year ended 31 December 2023.

Depreciation and amortisation expenses for the year increased by 2% to HK\$7,863 million, with depreciation increasing by 2% to HK\$2,803 million and amortisation also increasing by 2% to HK\$5,060 million. The higher amortisation expenses were attributable to increased amortisation related to content investments for the Media Business. Content-related amortisation increased 19% to HK\$1,851 million for the period as compared to HK\$1,561 million a year ago.

Overall, general and administrative expenses decreased by 2% year-on-year to HK\$13,265 million for the year ended 31 December 2023.

## EBITDA<sup>1</sup>

Overall, consolidated EBITDA for the year ended 31 December 2023 increased by 4% to HK\$12,831 million with the margin increased to 35% compared to 34% a year ago due to improvement in operating efficiency of HKT Group during the year and the larger positive EBITDA contribution from the Media Business.

## Other Gains/(Losses), Net

Net other gains for the year ended 31 December 2023 were HK\$281 million, compared to net other losses of HK\$51 million a year ago, mainly representing mark-to-market revaluations of the Group's investments.

## Interest Income and Finance Costs

Interest income for the year ended 31 December 2023 was HK\$165 million while finance costs increased by 46% to HK\$2,661 million. The increase in finance costs was largely driven by higher HIBOR during the year with the average cost of debt for the Group increasing from 3.0% to 4.2% year-on-year. As a result, net finance costs increased by 45% year-on-year from HK\$1,725 million to HK\$2,496 million for the year ended 31 December 2023.

## Income Tax

Income tax expense for the year ended 31 December 2023 was HK\$409 million, as compared to HK\$672 million a year ago. The decrease in tax expense was primarily attributable to the lower tax expenses at HKT due to the reversal of income tax provisions made in the prior years.

## Non-controlling Interests for Continuing Operations

Non-controlling interests for continuing operations were HK\$2,326 million for the year ended 31 December 2023 (31 December 2022: HK\$2,368 million), representing primarily the net profit attributable to the non-controlling shareholders of HKT.

## Holders of Perpetual Capital Securities

Profit of HK\$235 million for the year ended 31 December 2023 was attributable to the holders of the perpetual capital securities, which represented distributions payable to the holders of the securities as accrued at 4% per annum on the US\$750 million principal amount of the perpetual capital securities issued by the Group in January 2021.

## Loss Attributable to Equity Holders of the Company from Continuing Operations

Loss attributable to equity holders of the Company for the year ended 31 December 2023 from continuing operations improved to HK\$471 million (31 December 2022: HK\$676 million).

## LIQUIDITY AND CAPITAL RESOURCES

The Group actively and regularly reviews and manages its capital structure to maintain a balance between shareholder return and sound capital position. Adjustments are made, when necessary, to maintain an optimal capital structure in light of changes in economic conditions and to reduce the cost of capital.

The Group's gross debt<sup>2</sup> was HK\$52,329 million as at 31 December 2023 (31 December 2022: HK\$49,899 million). Cash and short-term deposits totalled HK\$2,706 million as at 31 December 2023 (31 December 2022: HK\$3,125 million).

As at 31 December 2023, the Group had a total of HK\$49,312 million in banking facilities available for liquidity management and investments, of which HK\$20,488 million remained undrawn. Of these banking facilities, HKT accounted for HK\$34,812 million, of which HK\$12,733 million remained undrawn.

The Group's gross debt<sup>2</sup> to total assets was 55% as at 31 December 2023 (31 December 2022: 52%).

### CREDIT RATINGS OF CAS HOLDING NO. 1 LIMITED AND HONG KONG TELECOMMUNICATIONS (HKT) LIMITED

As at 31 December 2023, CAS Holding No. 1 Limited, a direct wholly-owned subsidiary of the Company, had investment grade ratings with Moody's Investors Service (Moody's) (Baa3) and S&P Global Ratings (S&P) (BBB-). Hong Kong Telecommunications (HKT) Limited, an indirect non-wholly owned subsidiary of the Company, had investment grade ratings with Moody's (Baa2) and S&P (BBB).

### CAPITAL EXPENDITURE<sup>3</sup>

Group capital expenditure for the year ended 31 December 2023 was HK\$2,324 million (2022: HK\$2,404 million), of which HKT accounted for about 98% (2022: 98%). The capital expenditure to revenue ratio was approximately 6.4% for the year (2022: 6.7%).

Capital expenditure for HKT's Mobile business declined during the year reflecting the completion of our territory-wide 5G coverage rollout in 2022, with investments focused on capacity upgrades and indoor coverage enhancement. TSS capital expenditure dropped slightly during the year, with the investments largely to support growing demand for our unique integrated fixed-mobile solutions including smart city solutions for enterprises. Capital expenditure for Media Business was steady and mainly used for enhancement and improvement work for Viu.

The Group will continue to invest in building digital capabilities to support its existing businesses and enable its growth in new areas, and prudently invest in expanding its 5G network while taking into account the prevailing market conditions using assessment criteria including internal rate of return, net present value and payback period.

### HEDGING

Market risk arises from foreign currency and interest rate exposure related to investments and financing. As a matter of policy, the Group continues to manage the market risk directly relating to its operations and financing and does not undertake any speculative derivative trading activities. The Group determines appropriate risk management activities with the aim of prudently managing the market risk associated with transactions undertaken in the normal course of the Group's business. All treasury risk management activities are carried out in accordance with the Group's policies and guidelines, which are reviewed on a regular basis.

Around three quarters of the Group's consolidated revenue and costs are denominated in Hong Kong dollars. For those operations with revenues denominated in foreign currencies, the related costs and expenses are usually denominated in the same foreign currencies and hence provide a natural hedge against each other. Therefore, the Group is not exposed to significant foreign currency fluctuation risk from operations.

A significant portion of the Group's financing is denominated in foreign currencies including United States dollars. Accordingly, the Group has entered into forward and swap contracts in order to manage its exposure to adverse fluctuations in foreign currency exchange rates and interest rates. These instruments are executed with creditworthy financial institutions. As at 31 December 2023, the majority of the forward and swap contracts were designated as cash flow hedges for the related financing of the Group.

As a result, the impacts of these operational and financial risks to the Group are considered not material.

### CHARGE ON ASSETS

As at 31 December 2023, no assets of the Group (31 December 2022: nil) were pledged to secure banking facilities for the Group.



## CONTINGENT LIABILITIES

As at 31 December HK\$ million	2022	2023
Performance guarantees	1,440	<b>1,384</b>
Others	45	<b>41</b>
	1,485	<b>1,425</b>

The Group is subject to certain corporate guarantee obligations to guarantee the performance of its subsidiaries in the normal course of their businesses. The amount of liabilities arising from such obligations, if any, cannot be ascertained but the Directors are of the opinion that any resulting liability will not materially affect the financial position of the Group.

As at 31 December 2023, the Group had given a partial guarantee to a bank in respect of a credit facility granted to an associate of the Group amounting to HK\$780 million (2022: nil), of which HK\$470 million (2022: nil) had been utilised by the associate. The Group's share of guarantee for the utilised amount was approximately HK\$141 million (2022: nil) determined based on the percentage of interest held by the Group in the associate. The guarantee amount is expected to increase up to approximately HK\$235 million if the credit facility is fully utilised.

## HUMAN RESOURCES

The Group had over 15,000 employees as at 31 December 2023 located in 25 countries and cities. About 65% of these employees work in Hong Kong and the others are based mainly in mainland China. The Group has established performance-based bonus and incentive schemes designed to motivate and reward employees at all levels to achieve the Group's business performance targets. Payment of performance bonuses is generally based on achievement of revenue, EBITDA and free cash flow targets for the Group as a whole and for each of the individual business units and performance ratings of employees.

## FINAL DIVIDEND

The Board has recommended the payment of a final dividend of 28.48 HK cents (2022: 28.48 HK cents) per ordinary share for the year ended 31 December 2023 to shareholders whose names appear on the register of members of the Company on Thursday, 6 June 2024, subject to the approval of shareholders of the Company at the forthcoming annual general meeting which will be held on Thursday, 30 May 2024 ("AGM"). An interim dividend of 9.77 HK cents (2022: 9.56 HK cents) per ordinary share for the six months ended 30 June 2023 was paid to shareholders of the Company in September 2023.

## FINANCIAL INFORMATION

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# REPORT OF THE DIRECTORS

The board of directors (the “Board”) presents its report together with the audited consolidated financial statements of PCCW Limited (“PCCW” or the “Company”) and its subsidiaries (collectively the “Group”) for the year ended 31 December 2023.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding, and the principal activities of the Group are the provision of technology and telecommunications and related services including enterprise solutions, consumer mobile, total home solutions, healthtech services, media entertainment, and other new businesses such as loyalty platform and financial services in the Hong Kong Special Administrative Region (“Hong Kong”), the Asia Pacific region, and other parts of the world; and investments in, and development of, systems integration, network engineering, and information technology-related businesses. Through HK Television Entertainment Company Limited (“HKTVE”), PCCW also operates a domestic free television service in Hong Kong. The Group also has an interest in the development and management of premium-grade property and infrastructure projects as well as premium-grade property investments through its interest in Pacific Century Premium Developments Limited (“PCPD”).

The principal activities of the Company’s principal subsidiaries and the principal associates of the Group are set out in notes 21 to 22 to the consolidated financial statements.

An analysis of the Group’s performance for the year by operating segment is set out in note 7 to the consolidated financial statements.

## BUSINESS REVIEW

A fair review of the business of the Group during the year and particulars of important events affecting the Group that have occurred since the end of the financial year 2023 as well as a discussion on the Group’s future business development are provided in the Statement from the Chairman, the Statement from the Acting Group Managing Director and the Management’s Discussion and Analysis on pages 4 to 5, pages 6 to 9 and pages 45 to 55 respectively. The above discussions form part of this report. In addition, this review has also identified a list of principal risks and uncertainties faced by the Group. For more details on the description of these principal risks and uncertainties, please refer to the Corporate Governance Report on pages 21 to 44.

Discussions on the Group’s sustainability policies and performance, relationships with its key stakeholders and compliance with relevant laws and regulations which would have a significant impact on the Group are provided in the paragraphs below.

### Sustainability Policies and Performance

As a responsible corporate citizen, PCCW recognises the importance of good environmental, social and governance practices and performance. In this connection, PCCW has in place a Corporate Social Responsibility Policy and other related policies and procedures. A Sustainability Committee sets forth and promulgates the Company’s sustainability strategy and initiatives. An Environmental Advisory Group comprising group unit heads provides suggestions on our environmental targets. Encompassing electricity consumption, greenhouse gas emissions, general waste and water consumption, these targets are published in the PCCW’s Environmental, Social and Governance Report 2023 (the “ESG Report”), which also includes environment-related key performance indicators.

In 2023, PCCW continued to voluntarily disclose its carbon emissions data to the Environmental Protection Department’s Carbon Footprint Repository for Listed Companies in Hong Kong.

The Group incorporates environmentally friendly considerations into its sustainable business activities. Through an equal joint venture, Smart Charge (HK) Limited, between HKT and CLP Holdings Limited, PCCW provides electric vehicle charging solutions to encourage electric mobility for a cleaner environment.

In a bid to conserve resources in its daily operations, HKT and its subsidiaries (collectively the “HKT Limited Group”) have invested in modernising air-conditioning systems and equipment at its exchange buildings to achieve better energy efficiency and reduce energy consumption. We have also participated in the electricity companies’ Renewable Energy Feed-in Tariff (FiT) Scheme to help promote renewable energy use. As a signatory to the Charter on External Lighting scheme as well as the Energy Saving Charter of the Environment and Ecology Bureau, we have pledged to adopt energy-saving practices in our exchange buildings and offices. Solar power panels have been installed on the rooftops of four of our exchange buildings, with more additions underway.

## BUSINESS REVIEW (CONTINUED)

### Sustainability Policies and Performance (continued)

The Group has also adopted paperless systems in HR, procurement, retail shops and customer service, implementing initiatives such as e-billing. For necessary printing, we use paper made from sustainable materials under the Programme for the Endorsement of Forest Certification (PEFC). We have replaced single-use materials such as plastic straws and cutlery in our canteens with eco-friendly alternatives.

We have well-established practices for recycling industrial batteries and scrap metals including copper, iron and steel. In accordance with the Producer Responsibility Scheme on Waste Electrical and Electronic Equipment (WPRS), removal services for regulated electrical equipment are provided to our customers. We were recognised as one of the Friends of EcoPark 2023 by the Environmental Protection Department for our contributions to waste recycling and recovery.

The Company actively participates in various external environmental working groups. We are a council member of the Business Environment Council. HKT has also joined Mastercard's Priceless Planet Coalition to support forest restoration.

As at 31 December 2023, we have committed over US\$3.9 billion in sustainability-linked loan facilities with financial institutions.

In 2023, PCCW received multiple accolades for its commitment to sustainability. PCCW was included in the S&P Global Sustainability Yearbook (China Edition) 2023. PCCW is a constituent of the MSCI World Small Cap ESG Leaders Index, MSCI World Small Cap ESG Screened Index, MSCI World Small Cap ESG Enhanced Focus CTB Index and MSCI ACWI IMI Climate Change Index, with an A rating in the MSCI ESG Rating since 2019, ranking in the top 67% of its global telecommunication services peers as of the end of December 2023. We have also been a constituent member of the FTSE4Good Index Series since 2017. For the first time, PCCW ranked among the top 20 in the assessment of the 4th Greater Bay Area Business Sustainability Index (GBASI). We are also a constituent member of the Hang Seng Corporate Sustainability Benchmark Index with an AA rating in the HKQAA Sustainability Rating and Research 2023.

We registered a double win in “Best in Reporting – Middle Market Capitalisation” and “Best in ESG – Middle Market Capitalisation” under the BDO ESG Awards. We were bestowed the titles of “ESG Leading Enterprise” and “Leading Environmental Initiative” under the fifth ESG Leading Enterprises campaign co-organised by *Bloomberg Businessweek/Chinese Edition* and Deloitte. We received the Excellence in ESG Innovation Award, Excellence in Environmental Sustainability Award and Excellence in Social Sustainability Award at the Ming Pao ESG Award 2023 and a certificate of appreciation from *Hong Kong Economic Journal* under the ESG Achievement Programme 2023.

### Relationships with Stakeholders

PCCW is committed to operating in a sustainable manner while balancing the interests of our various stakeholders, including our employees, customers, suppliers, business partners and the community.

We believe that human capital is a core organisation asset that powers our long-term success and strive to provide a fair, inclusive and high-performing work culture for our global workforce with a diverse range of expertise and backgrounds. Our comprehensive employment policies protect employees' rights and benefits while offering competitive pay and career progression opportunities. We have in place a fair and effective performance appraisal system and incentive bonus schemes designed to cultivate a performance-driven culture.

Endeavouring to be an Employer of Choice, we have devised talent strategies geared towards enabling the best employee experience and sustaining a diverse and vibrant team. We have established robust succession pipelines as well as comprehensive training and leadership programmes to nurture the talent we need to fuel our business growth. We offer opportunities for employees to participate in projects which equip them with knowledge of state-of-the-art technology. In addition, our continual development initiatives help ensure that our staff's knowledge, skills and business acumen remain current with advances in technology. Committed to fostering young talent to drive our business forward, the Company offers fresh graduates opportunities to build a career in the fast-paced technology sector through a well-structured Graduate Development Programme.

## **BUSINESS REVIEW** (CONTINUED)

### **Relationships with Stakeholders** (continued)

PCCW's efforts to promote work-life balance and maintain the health and well-being of our employees have earned us the World Green Organisation's Green Office Label and Eco-Healthy Workplace Label. We continued to provide healthcare benefits and services as well as organise talks and workshops on physical and mental well-being throughout the year. To maintain high occupational health and safety standards across the Group, safety training is provided regularly to new and existing staff.

PCCW believes direct and effective communication is essential to building a strong partnership between management and employees. We have established channels for employees to share feedback and suggestions with senior management and to understand company and business development. These include online and offline meetings and social media.

With a commitment to transforming customers' lifestyle through continuous innovation, we have extended HKT's service offerings beyond connectivity into a wide range of digital services such as fintech and healthtech.

HKT also has in place a customer loyalty and rewards programme, The Club, offering a great variety of privileges to help retain customers while providing us with insights to personalise offerings to its members.

As a customer-focused service provider, we consider our customers one of our most important stakeholders. Our customer-related key performance indicators are set out in the Management's Discussion and Analysis of this annual report.

To ensure a high level of customer satisfaction, our customer service representatives can be reached via service hotlines, live webchat, online enquiry through the My HKT portal, and at retail shops and customer service centres. We conduct Customer Satisfaction surveys, customer transaction surveys, net promoter score surveys and mystery shopper programmes to evaluate our service quality and gain customer feedback.

In recognition of its outstanding customer service, the Group won over 80 awards throughout 2023 in different categories from the Hong Kong Customer Contact Association, Hong Kong Management Association, Hong Kong Retail Management Association, and Mystery Shopper Service Association, among others. The Group received over 22,000 customer compliments in 2023.

We adhere to the highest standards of cybersecurity practices in efforts to protect our customers' privacy and our business data. Our information security policies and guidelines reference industrial best practices including ISO 27001. The Group periodically reviews such guidelines to ensure their effectiveness.

The Group Information and Cybersecurity Council ("GICSC") oversees all cybersecurity-related initiatives, investments, and ongoing maintenance pertaining to the protection of the Group's core infrastructure including networks, servers and endpoints. The GICSC reports directly to top management on any cybersecurity matters requiring escalation. Moreover, there is a dedicated team under the Group, known as the Group Information and Cybersecurity Office, responsible for reviewing the overall cybersecurity risk profile and monitoring suspicious traffic and activity to combat cyberattacks. The team constantly reviews the latest developments in cybersecurity to enhance our policies and investment in capabilities and technologies to be well-equipped for timely response in the case of any newly identified risk.

PCCW is committed to upholding the highest ethical and professional standards when dealing with suppliers and contractors. The Group maintains relationship with over 5,000 suppliers globally. To meet the growing expectations from our stakeholders, PCCW is increasingly making responsible sourcing an integral part of its procurement and supply chain management processes to manage the relevant risks.

To integrate sustainable practices throughout our supply chain, the Company has in place the Group Purchasing Policy and Principles and a Supplier Code of Conduct to facilitate a common means whereby we can better communicate with our business partners regarding their compliance with local regulations governing labour, health and safety, and the environment. In order to closely and better monitor supplier performance, our buying units conduct performance reviews and supplier visits throughout the year targeting our major suppliers and contractors and communicate with any suppliers with unsatisfactory ratings for rectification or improvements.

Since 2018, we have attained the ISO 9001:2015 quality management system certification which enables us to continuously improve our procurement process and achieve the highest standards of business practices and service offering. As one of the founding members, PCCW continues to be a member of the Sustainable Procurement Charter established by the Green Council.

## BUSINESS REVIEW (CONTINUED)

### Relationships with Stakeholders (continued)

PCCW supports the Hong Kong community through a diverse range of initiatives nurturing the next generation, combating climate change and protecting biodiversity as well as serving the elderly and other groups. We have made monetary and in-kind contributions totalling over HK\$17 million, mobilised staff volunteers to support programmes for the needy and sponsored events to promote Hong Kong's development as an inclusive smart city.

We also sought to address the community's needs with longer-term, innovative programmes. We joined the Government's Strive and Rise Programme through corporate volunteering and serving as a vice-chair on the Programme's Partners' Board. The Programme fosters collaboration between the Government, the business sector and the community to effectively connect education and employment through mentoring, helping to broaden the mentees' horizons with a view to encouraging upward mobility.

As a premier telecommunications service provider in Hong Kong, the Group provides hardware and communications services for charities and various community groups in need. We also strive to connect elderly people with technologies that promote active and smart ageing. Our one-stop HKT Elderly Hotline offers timely technical support for senior citizens aged 65 or above, helping with contracts and bills as well as service relocation. Special concessions for home phone, broadband and mobile services are available for eligible applicants from low-income families.

For more than 25 years, the Group has engaged staff volunteers, their family members and company retirees in a variety of volunteer services to build a better community. In appreciation of the commitment of our staff volunteers, PCCW operates a Volunteer Appreciation Scheme offering volunteer leave days to employees participating in community services.

PCCW was also awarded the 20 Years Plus Caring Company Logo by the Hong Kong Council of Social Service.

### Compliance with the Applicable Laws and Regulations which have a Significant Impact on the Group

The Group and its activities are subject to requirements under various laws and regulations. These include, among others, the Telecommunications Ordinance (Cap. 106), the Broadcasting Ordinance (Cap. 562), the Trade Descriptions Ordinance (Cap. 362), the Competition Ordinance (Cap. 619), the Personal Data (Privacy) Ordinance (Cap. 486), the Payment Systems and Stored Value Facilities Ordinance (Cap. 584), the Employment Ordinance (Cap. 57), and the applicable regulations, guidelines, policies and licence terms issued or promulgated under or in connection with these statutes. In addition, the Listing Rules apply to PCCW. The Company seeks to ensure compliance with these requirements through various measures such as internal controls and approval procedures, trainings and oversight of various business units with the designated resources at different levels of the Group. While these measures require considerable internal resources and result in additional operational cost, the Group highly values the importance of ensuring compliance with applicable legal and regulatory requirements.

### Telecommunications Ordinance ("TO")

The Hong Kong Government's policies relating to liberalisation of the telecommunications industry have led to increased competition for the Group. Under the TO and the licences it holds under the TO, the Group has certain obligations and the Communications Authority ("CA") has certain powers to direct the Group to take specified actions (for example, to undertake and provide certain interconnection services and facilities) and to impose the terms and conditions of interconnection. It may also direct its licensees to co-operate and share any facilities owned by them in the public interest. Under the TO, licensees may be fined up to HK\$1 million for repeated breaches of the TO or any licence condition, regulation or direction issued under the TO, or a higher amount if allowed by the court. In extreme cases, the Government or the CA may cancel, withdraw or suspend licences.

## **BUSINESS REVIEW** (CONTINUED)

### **Compliance with the Applicable Laws and Regulations which have a Significant Impact on the Group** (continued)

#### **Broadcasting Ordinance (“BO”)**

The Company, through its indirect subsidiary, PCCW Media Limited, holds a domestic pay television programme services licence. The media entertainment market in Hong Kong is highly competitive. Under the BO and the licences granted under the BO, licensees have various content and compliance obligations. Breaches of the BO, licence conditions, relevant directions, orders, determinations, regulations and/or codes issued by the CA may lead to fines (up to HK\$1 million for repeated breaches) or licence suspension or revocation in extreme cases.

The Company, through its economic interest in HKTVE, was granted a free television programme service licence in April 2015 and HKTVE has launched its free television services in April 2016.

#### **Trade Descriptions Ordinance (“TDO”)**

The enforcement of the TDO is generally undertaken by the Customs and Excise Department, although the CA has concurrent jurisdiction as to telecommunications and broadcasting licensees. To ensure compliance with the TDO, the Group provides training for all employees involved in sales and marketing. In addition, all sales and marketing materials are reviewed to ensure compliance with the TDO. Under the TDO, misrepresentations as to the sale of goods or services, inappropriate sales practices and the omission of relevant information may be a criminal offence, with a fine of up to HK\$500,000 and imprisonment for 5 years. Liability may extend to the Group as well as relevant employees.

#### **Competition Ordinance (“CO”)**

The CO came into effect in December 2015 and is generally consistent with other competition laws. The enforcement of the CO is generally undertaken by the Competition Commission (“CC”), although the CA has concurrent jurisdiction with the CC as to undertakings operating in the telecommunications and broadcasting sectors. To ensure compliance with the CO and various guidelines issued under the CO, the Group provides training for all staff involved in sales, marketing, bids, pricing, contracts, strategy formation, management etc. and reviews and monitors business practices continuously. Under the CO, serious anti-competitive conduct carries a maximum penalty of 10% of annual turnover obtained in Hong Kong (up to 3 years). Individuals may also be subject to pecuniary penalties and may be disqualified from being a director of a company.

#### **Personal Data (Privacy) Ordinance (“PDPO”)**

The PDPO aims to protect data privacy rights by regulating the collection, retention and handling of personal data. Non-compliance with the data protection principles or any specific provisions in PDPO could lead to issuance of enforcement notice by the Privacy Commissioner or even constitute an offence punishable by fine and imprisonment. The Group maintains various internal policies and procedures as well as regular reviews, training and audits to ensure that personal data is properly handled and managed with due care and in accordance with the legal requirements. For effective communications with the regulator and also for complying with the requirement in General Data Protection Regulation, a Group Data Protection Officer has been appointed to monitor all Group activities in relation to data privacy compliance.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A separate ESG report for 2023 will be published on the websites of the Company and Hong Kong Exchanges and Clearing Limited at the same time as the publication of this annual report in compliance with the ESG Reporting Guide as set out in Appendix C2 to the Listing Rules.

## GROUP RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2023 are set out in the consolidated income statement on page 99.

An interim dividend of 9.77 HK cents (2022: 9.56 HK cents) per ordinary share, totalling approximately HK\$756 million, was paid to shareholders of the Company in September 2023.

The Board has recommended the payment of a final dividend of 28.48 HK cents (2022: 28.48 HK cents) per ordinary share for the year ended 31 December 2023, subject to the approval of shareholders of the Company at the forthcoming annual general meeting.

## FINANCIAL SUMMARY

A summary of the consolidated results and of the assets and liabilities of the Group for the last five financial years is set out on page 225.

## FIXED ASSETS

Details of movements in the Group's property, plant and equipment and interests in leasehold land during the year are set out in notes 16 and 18 respectively to the consolidated financial statements.

## BORROWINGS

Particulars of the Group's and the Company's borrowings are set out in notes 28(e) and 29 to the consolidated financial statements.

## SHARES ISSUED

There were no new shares of the Company (the "Shares") issued during the year ended 31 December 2023. Details of the share capital of the Company for the year ended 31 December 2023 are set out in note 31 to the consolidated financial statements.

## RESERVES

Details of movements in reserves of the Group and the Company during the year are set out in note 35 to the consolidated financial statements.

## MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2023, less than 30% of the Group's revenue from sales of goods or rendering of services was attributable to the Group's five largest customers, and less than 30% of the Group's purchases were attributable to the Group's five largest suppliers.



## DIRECTORS

As at the date of this report, the directors of the Company are:

### Executive Directors

Li Tzar Kai, Richard (*Chairman*)

Hui Hon Hing, Susanna (*Acting Group Managing Director and Group Chief Financial Officer*)

### Non-Executive Directors

Tse Sze Wing, Edmund, GBS

Tang Yongbo (*Deputy Chairman*)

Meng Shusen

Wang Fang

Wei Zhe, David

### Independent Non-Executive Directors

Aman Mehta

Frances Waikwun Wong

Bryce Wayne Lee

Lars Eric Nils Rodert

David Christopher Chance

Sharhan Mohamed Muhseen Mohamed

During the year ended 31 December 2023 and up to the date of this report, the following changes were made to the composition of the Board:

1. Sharhan Mohamed Muhseen Mohamed was appointed as an independent non-executive director of the Company with effect from 24 February 2023; and
2. Tang Yongbo was appointed as a non-executive director of the Company and the Deputy Chairman of the Board with effect from 3 August 2023.

In accordance with Article 91 of the Company's articles of association, Tang Yongbo shall retire from office at the forthcoming annual general meeting and, being eligible, offers himself for re-election.

In accordance with Article 101 of the Company's articles of association, Li Tzar Kai, Richard, Tse Sze Wing, Edmund, Frances Waikwun Wong and Bryce Wayne Lee shall retire from office by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

A list of names of the directors who held office in the Company's subsidiaries during the year and up to the date of this report is available on the Company's website ([www.pccw.com](http://www.pccw.com)).

## INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of its independent non-executive directors a confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and considers that all six independent non-executive directors as at the date of this report, namely, Aman Mehta, Frances Waikwun Wong, Bryce Wayne Lee, Lars Eric Nils Rodert, David Christopher Chance and Sharhan Mohamed Muhseen Mohamed are independent having regard to the independence guidelines set out in Rule 3.13 of the Listing Rules.

With respect to Aman Mehta, on 15 February 2013, Pacific Century Regional Developments Limited (“PCRD”, a substantial shareholder of the Company) announced the execution of a term sheet between PCRD Services Pte Ltd (“PCRD Services”, a wholly-owned subsidiary of PCRD) and, amongst the others, KSH Distriparks Private Limited (“KSH Distriparks”), Pasha Ventures Private Limited (“Pasha Ventures”), Aman Mehta (an independent non-executive director of the Company) and Akash Mehta (the adult son of Aman Mehta) (together, the “Mehta Family”) and Sky Advance Associates Limited (“Sky Advance”, a company controlled by Akash Mehta) in relation to a proposed restructuring (the “Restructuring”) of their respective interests in Pasha Ventures and KSH Distriparks by way of a scheme of amalgamation. As of 11 March 2012, PCRD Services, Aman Mehta and Akash Mehta held 74%, 21% and 5% of the paid up issued equity capital of Pasha Ventures respectively. KSH Distriparks is an Indian private limited logistics company with an inland container depot located in Pune, India and owned at that time as to 25.94% and 5.19% respectively by PCRD Services and Sky Advance. As a result of the Restructuring, Pasha Ventures was amalgamated with KSH Distriparks and Pasha Ventures ceased to be a subsidiary of PCRD and was dissolved in June 2013. Accordingly, the shareholdings of PCRD Services, Sky Advance and the Mehta Family in KSH Distriparks were approximately 49.87%, 2.61% and 12.94% respectively. Pursuant to a scheme of demerger filed with, and sanctioned by, the High Court at Bombay, KSH Infra Private Limited (“KSH Infra”), a wholly-owned subsidiary of KSH Distriparks was demerged from KSH Distriparks with effect from 31 January 2016 (the “Demerger”) with KSH Infra shareholders holding the same percentage shareholdings in the share capital of KSH Infra as those percentage shareholdings in KSH Distriparks at the time of the Demerger. Interests held by PCRD Services, Sky Advance and the Mehta Family in KSH Infra were disposed of in January 2019. In 2020, Sky Advance disposed of its 2.61% stake in KSH Distriparks. As at 31 December 2023, PCRD Services and the Mehta Family’s shareholdings in KSH Distriparks were approximately 49.87% and 8.23% respectively. Aman Mehta is a passive investor in KSH Distriparks and does not hold any directorship in KSH Distriparks. Save as disclosed above, Aman Mehta is not in any way connected to PCRD, PCRD Services or PCCW.

Notwithstanding Aman Mehta’s investment in KSH Distriparks, the Company is of the view that Aman Mehta’s continued independence in accordance with the terms of the independence guidelines set out in Rule 3.13 of the Listing Rules is not affected by this investment for the following reasons: (i) Aman Mehta’s investment in KSH Distriparks is a purely passive personal investment; he does not hold any directorship in KSH Distriparks nor has he any involvement or participation in the daily operations and management of KSH Distriparks; (ii) the businesses of KSH Distriparks do not overlap or conflict with the businesses of the Company; and (iii) save as disclosed above, neither Aman Mehta nor Akash Mehta hold any interest, direct or indirect in PCRD and/or its subsidiaries.

## DIRECTORS’ SERVICE CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting has an unexpired service contract with the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, SHARE STAPLED UNITS, UNDERLYING SHARES, UNDERLYING SHARE STAPLED UNITS AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2023, the directors and chief executives of the Company and their respective close associates had the following interests or short positions in the shares, share stapled units jointly issued by HKT Trust and HKT (the "Share Stapled Units"), underlying shares, underlying Share Stapled Units and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571) (the "SFO")) as recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix C3 to the Listing Rules:

### 1. Interests in the Company

The table below sets out the aggregate long positions in the Shares held by the directors and chief executives of the Company:

Name of Director/Chief Executive	Personal interests	Number of ordinary Shares held			Total	Approximate percentage of the total number of Shares in issue
		Family interests	Corporate interests	Other interests		
Li Tzar Kai, Richard	–	–	535,291,134 <i>(Note 1(a))</i>	1,928,842,224 <i>(Note 1(b))</i>	2,464,133,358	31.84%
Hui Hon Hing, Susanna	9,852,645	–	–	3,232,583 <i>(Note 2)</i>	13,085,228	0.17%
Tse Sze Wing, Edmund	–	367,479 <i>(Note 3)</i>	–	–	367,479	0.005%

#### Notes:

1. (a) Of these Shares, Pacific Century Diversified Limited ("PCD"), a wholly-owned subsidiary of Chiltonlink Limited ("Chiltonlink"), held 342,475,956 Shares, Eisner Investments Limited ("Eisner") held 38,222,413 Shares, and Trade Champion Limited, a wholly-owned subsidiary of Excel Global Holdings Limited ("Excel Global"), held 154,592,765 Shares. Li Tzar Kai, Richard owned 100% of the issued share capital of Chiltonlink, Eisner and Excel Global.
- (b) These interests represented:
  - (i) a deemed interest in 175,312,270 Shares held by Pacific Century Group Holdings Limited ("PCGH"). Li Tzar Kai, Richard was the founder of certain trusts which held 100% interests in PCGH. Accordingly, Li Tzar Kai, Richard was deemed, under the SFO, to have an interest in the 175,312,270 Shares held by PCGH; and
  - (ii) a deemed interest in 1,753,529,954 Shares held by PCRD, a company in which PCGH had, through itself and certain wholly-owned subsidiaries being Anglang Investments Limited, Pacific Century Group (Cayman Islands) Limited, Pacific Century International Limited and Borsington Limited, an aggregate of 88.67% interest. Li Tzar Kai, Richard was the founder of certain trusts which held 100% interests in PCGH. Accordingly, Li Tzar Kai, Richard was deemed, under the SFO, to have an interest in the 1,753,529,954 Shares held by PCRD. Li Tzar Kai, Richard was also deemed to be interested in 1.06% of the issued share capital of PCRD through Hopestar Holdings Limited ("Hopestar"), a company wholly-owned by Li Tzar Kai, Richard.
2. These interests represented awards made to Hui Hon Hing, Susanna, which were subject to certain vesting conditions pursuant to an award scheme of the Company, namely the PCCW Purchase Scheme, the details of which are set out in the section below headed "Share Option Schemes and Share Award Schemes of the Company and its Subsidiaries".
3. These Shares were held by the spouse of Tse Sze Wing, Edmund.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, SHARE STAPLED UNITS, UNDERLYING SHARES, UNDERLYING SHARE STAPLED UNITS AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (CONTINUED)

### 2. Interests in the Associated Corporations of the Company

#### A. HKT Trust and HKT Limited

The table below sets out the aggregate long positions in the Share Stapled Units held by the directors and chief executives of the Company:

Name of Director/Chief Executive	Personal interests	Number of Share Stapled Units held			Total	Approximate percentage of the total number of Share Stapled Units in issue
		Family interests	Corporate interests	Other interests		
Li Tzar Kai, Richard	–	–	67,655,964 (Note 1(a))	152,802,281 (Note 1(b))	220,458,245	2.91%
Hui Hon Hing, Susanna	4,892,306	–	–	1,264,415 (Note 2)	6,156,721	0.08%
Tse Sze Wing, Edmund	–	246,028 (Note 3)	–	–	246,028	0.003%

Each Share Stapled Unit confers an interest in:

- (a) one voting ordinary share of HK\$0.0005 in HKT; and
- (b) one voting preference share of HK\$0.0005 in HKT,

for the purposes of Part XV of the SFO, in addition to an interest in one unit in the HKT Trust.

Under the trust deed dated 7 November 2011 constituting the HKT Trust entered into between HKT Management Limited (in its capacity as the trustee-manager of the HKT Trust) (the “Trustee-Manager”) and HKT (as supplemented, amended or substituted from time to time) and the articles of association of HKT (as amended and restated from time to time), the number of ordinary shares and preference shares of HKT 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; and each of them is equal to the number of Share Stapled Units in issue.

#### Notes:

1. (a) Of these Share Stapled Units, PCD held 20,227,614 Share Stapled Units, Eisner held 46,020,000 Share Stapled Units, and Hopestar held 1,408,350 Share Stapled Units.
  - (b) These interests represented:
    - (i) a deemed interest in 130,511,730 Share Stapled Units held by PCGH. Li Tzar Kai, Richard was deemed, under the SFO, to have an interest in the 130,511,730 Share Stapled Units held by PCGH; and
    - (ii) a deemed interest in 22,290,551 Share Stapled Units held by PCRD. Li Tzar Kai, Richard was deemed, under the SFO, to have an interest in the 22,290,551 Share Stapled Units held by PCRD.
2. These interests represented awards made to Hui Hon Hing, Susanna, which were subject to certain vesting conditions pursuant to the relevant award schemes of the Company and HKT, namely the PCCW Purchase Scheme and the HKT Share Stapled Units Purchase Scheme, the details of which are set out in the section below headed “Share Option Schemes and Share Award Schemes of the Company and its Subsidiaries”.
3. These Share Stapled Units were held by the spouse of Tse Sze Wing, Edmund.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, SHARE STAPLED UNITS, UNDERLYING SHARES, UNDERLYING SHARE STAPLED UNITS AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (CONTINUED)

### 2. Interests in the Associated Corporations of the Company (continued)

#### B. Pacific Century Premium Developments Limited

The table below sets out the aggregate long positions in the shares of PCPD ("PCPD Shares") held by the directors and chief executives of the Company:

Name of Director/Chief Executive	Personal interests	Number of ordinary PCPD Shares held			Total	Approximate percentage of the total number of PCPD Shares in issue
		Family interests	Corporate interests	Other interests		
Li Tzar Kai, Richard	–	–	207,267,814 (Note 1(a))	402,164,972 (Note 1(b))	609,432,786	29.90%
Tse Sze Wing, Edmund	–	59,531 (Note 2)	–	–	59,531	0.003%

#### Notes:

- Of these PCPD Shares, PCD held 181,520,587 shares and Eisner held 25,747,227 shares.
  - These interests represented:
    - a deemed interest in 118,093,122 PCPD Shares held by PCGH. Li Tzar Kai, Richard was deemed, under the SFO, to have an interest in the 118,093,122 PCPD Shares held by PCGH; and
    - a deemed interest in 284,071,850 PCPD Shares held by PCRD. Li Tzar Kai, Richard was deemed, under the SFO, to have an interest in the 284,071,850 PCPD Shares held by PCRD.
- These PCPD Shares were held by the spouse of Tse Sze Wing, Edmund.

#### C. PCPD Capital Limited

The table below sets out the aggregate long positions in the 5.125% bonds due 2026 (the "2026 Bonds") issued by PCPD Capital Limited, an associated corporation of the Company, held by a director and chief executive of the Company:

Name of Director/Chief Executive	Personal interests	Principal amount of the 2026 Bonds held (US\$)			Total
		Family interests	Corporate interests	Other interests	
Li Tzar Kai, Richard	–	–	21,717,000 (Note)	–	21,717,000

#### Note:

These 2026 Bonds were held by Hertford Ventures Limited, a wholly-owned subsidiary of Ace Holdings Management Limited ("Ace Holdings"). Li Tzar Kai, Richard owned 100% of the issued share capital of Ace Holdings.

Save as disclosed in the foregoing, as at 31 December 2023, none of the directors or chief executives of the Company or their respective close associates had any interests or short positions in any shares, Share Stapled Units, underlying shares, underlying Share Stapled Units and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code of the Listing Rules.

## SHARE OPTION SCHEMES AND SHARE AWARD SCHEMES OF THE COMPANY AND ITS SUBSIDIARIES

### 1. The Company

#### A. Share Option Scheme

The Company operates a share option scheme which was adopted by the shareholders of the Company at the annual general meeting of the Company held on 8 May 2014 (the “2014 Scheme”). Under the 2014 Scheme, the Board shall be entitled to offer to grant a share option to any eligible participant whom the Board may, at its absolute discretion, select. The major terms of the 2014 Scheme are set out below:

- (1) The purpose of the 2014 Scheme is to provide eligible participants with the opportunity to acquire proprietary interests in the Company and to encourage eligible participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its shareholders as a whole.
- (2) Eligible participants include any director, executive director, non-executive director, independent non-executive director, officer and/or employee of the Group or any member of it, whether in full time or part time employment of the Group or any member of it, and any consultant, adviser, supplier, customer, or sub-contractor of the Group or any member of it and any other person whomsoever is determined by the Board as having contributed to the development, growth or benefit of the Group or any member of it or as having spent any material time in or about the promotion of the Group or its business; and provided always, that an eligible participant can be an individual or any other person permitted under the 2014 Scheme.
- (3) The maximum number of Shares in respect of which options may be granted under the 2014 Scheme shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the 2014 Scheme. Subject to the Listing Rules requirements, the 10% limit may be renewed with prior shareholders' approval. The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2014 Scheme and other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time. As at the date of this annual report, the total number of Shares available for issue in respect of which options may be granted under the 2014 Scheme is 728,229,465, representing approximately 9.41% of the Shares in issue as at that date.
- (4) The total number of Shares issued and to be issued upon exercise of options granted and to be granted to any single eligible participant (other than a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates) under the 2014 Scheme in any 12-month period shall not exceed 1% of the Shares in issue at the relevant time. For options granted or to be granted to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, the said limit is reduced to 0.1% of the Shares in issue and HK\$5 million in aggregate value based on the closing price of the Shares on the date of each grant. Any further grant of share options in excess of such limits is subject to shareholders' approval in general meeting.
- (5) The options granted under the 2014 Scheme will be vested according to the terms and conditions determined by the Board, provided that such terms and conditions shall not be inconsistent with the 2014 Scheme and no option may be exercised 10 years after the date of grant.
- (6) The 2014 Scheme does not specify any consideration which is payable on the acceptance of an option. An option shall be deemed to have been granted and accepted by the grantee and to have taken effect upon the date of grant of such option unless the grantee rejects the grant in writing within 14 days after the date of grant.

## SHARE OPTION SCHEMES AND SHARE AWARD SCHEMES OF THE COMPANY AND ITS SUBSIDIARIES

(CONTINUED)

### 1. The Company (continued)

#### A. Share Option Scheme (continued)

- (7) The exercise price in relation to each option shall not be less than the higher of (i) the closing price of the Shares as stated in the daily quotation sheet of the Stock Exchange on the date of grant; and (ii) the average closing price of the Shares as stated in the daily quotation sheet of the Stock Exchange for the 5 days last preceding the date of grant on which days it has been possible to trade Shares on the Stock Exchange.
- (8) Subject to the early termination by an ordinary resolution in general meeting of shareholders or resolutions of the Board, the 2014 Scheme shall be valid and effective for a period of 10 years commencing on the date of adoption on 8 May 2014 and expiring on the tenth anniversary thereof, after which period no further options shall be granted but the provisions of the 2014 Scheme shall remain in full force and effect in all other respects.

No Share options have been granted under the 2014 Scheme since its adoption and up to and including 31 December 2023.

As at each of 1 January 2023 and 31 December 2023, the number of Share options available for grant under the 2014 Scheme mandate was 728,229,465.

#### B. Share Award Schemes

The Company adopted two share incentive award schemes, namely the PCCW Purchase Scheme and the PCCW Subscription Scheme (collectively the “PCCW Share Award Schemes”) with the purposes and objectives to recognise the contributions by eligible participants and to give incentives thereto in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group.

Participants of the PCCW Share Award Schemes include any director or employee of the Company and its participating companies.

The PCCW Share Award Schemes are administered by the Board, any committee or sub-committee of the Board and/or any person delegated with the power and authority to administer all or any aspects of the respective PCCW Share Award Schemes (the “Approving Body”) and an independent trustee (the “Trustee”) appointed to hold the relevant Shares/Share Stapled Units until such time as the Shares/Share Stapled Units vest in the selected participants.

Pursuant to the scheme rules, no sum of money shall be set aside and no Shares/Share Stapled Units shall be purchased or subscribed (as the case may be), nor any amounts paid to the Trustee for the purpose of making such a purchase or subscription, if, as a result of such purchase or subscription, the number of Shares/Share Stapled Units administered under the schemes and any other scheme of a similar nature adopted by the Company and/or any of its subsidiaries would represent in excess of 1% of the Shares in issue and/or 1% of the Share Stapled Units in issue (as the case may be) from time to time, (excluding Shares/Share Stapled Units which have been transferred to selected participants on vesting) and provided further that the Approving Body may resolve to increase such limit at its sole discretion.

As at the date of this annual report, the total number of Shares available for issue in respect of awards which may be granted under the PCCW Subscription Scheme is 71,254,636, representing approximately 0.92% of the Shares in issue as at that date.

**SHARE OPTION SCHEMES AND SHARE AWARD SCHEMES OF THE COMPANY AND ITS SUBSIDIARIES***(CONTINUED)***1. The Company** *(continued)***B. Share Award Schemes** *(continued)*

In respect of the PCCW Purchase Scheme, the Approving Body shall either (i) set aside a sum of money; or (ii) determine a number of Shares/Share Stapled Units which it wishes to be the subject of a bonus award or set aside returned Shares/Share Stapled Units. Where a sum of money has been set aside (or a number of Shares/Share Stapled Units has been determined) by the Approving Body, it shall pay (or cause to be paid) that amount or an amount sufficient to purchase that number of Shares/Share Stapled Units from the relevant company's resources and the Trustee will then apply the same towards the purchase of the relevant Shares/Share Stapled Units on the Stock Exchange pursuant to the trust deed.

In respect of the PCCW Subscription Scheme, the Approving Body shall either (i) determine a notional cash amount; or (ii) determine a number of Shares/Share Stapled Units which it wishes to be the subject of a bonus award or set aside returned Shares/Share Stapled Units. Where a notional cash amount has been determined by the Approving Body, the Approving Body shall determine the maximum number of Shares/Share Stapled Units, rounded down to the nearest whole number, which could be acquired with such notional cash amount on the Stock Exchange. The Approving Body shall pay (or cause to be paid) an amount equal to the aggregate subscription price for either (i) the maximum number of Shares/Share Stapled Units, rounded down to the nearest whole number, which could be acquired with such notional cash amount on the Stock Exchange (where the Approving Body has determined a notional cash amount); or (ii) the number of Shares/Share Stapled Units (where the Approving Body has determined such number) which amount shall be as directed by the Company and/or HKT but is expected only to be a nominal amount per Share/Share Stapled Unit, or such other amount as may be required to effect the allotment pursuant to the relevant general mandate of the issuer) from the relevant company's resources and the Trustee shall then apply the same towards the subscription of Shares/Share Stapled Units. No Shares/Share Stapled Units shall be allotted unless and until the Company and/or HKT (as the case may be) shall have received from the Stock Exchange a grant of the listing of, and permission to deal in, such Shares/Share Stapled Units and unless and until such allotment shall have been approved by the Board and/or the board of directors of HKT (the "HKT Board") (as the case may be) or any committee of the Board and/or the HKT Board (as the case may be), and the shareholders of the Company and/or the holders of Share Stapled Units (where required).

Subject to the relevant scheme rules, each scheme provides that prior to the vesting of the awards under the relevant scheme to selected participants, the relevant Shares/Share Stapled Units will be held in trust by the Trustee for such selected participants, and will be vested over a period of time determined by the Approving Body, provided that each selected participant shall remain at all times up to and including the relevant vesting date (or, as the case may be, each relevant vesting date) an employee or a director of the Company or the relevant participating company, and satisfies any other conditions specified at the time the award is made, notwithstanding that the Approving Body shall be at liberty to waive such conditions. Other than satisfying the vesting conditions, selected participants are not required to provide any consideration in order to acquire the Shares/Share Stapled Units awarded to him/her under the schemes. The Approving Body may by resolution terminate the operation of the schemes at any time subject to the terms of the schemes.

The previous term of each of the PCCW Share Award Schemes expired on 14 November 2022. In order to enable the Company to continue granting awards of Shares and/or Share Stapled Units under the PCCW Share Award Schemes, on 12 August 2022, the Board approved the extension of the duration of each of the PCCW Share Award Schemes for a period of 10 years from 15 November 2022. As a result of such extension, each of the PCCW Share Award Schemes shall be valid and effective for a further term of 10 years commencing from 15 November 2022, expiring on 14 November 2032. Save as disclosed above, all other terms and conditions of the PCCW Share Award Schemes remain unchanged and continue in full force and effect after such extension.



## SHARE OPTION SCHEMES AND SHARE AWARD SCHEMES OF THE COMPANY AND ITS SUBSIDIARIES

(CONTINUED)

### 1. The Company (continued)

#### B. Share Award Schemes (continued)

Details of the Share/Share Stapled Unit awards granted and movements during the year ended 31 December 2023 are as follows:

Name or category of participants	Date of grant	Vesting period	Fair value at the date of grant <sup>(a)</sup> HK\$	Unvested as at 1 January 2023	Number of Share awards			Unvested as at 31 December 2023
					Granted during the year <sup>(b)</sup>	Lapsed/ Forfeited during the year	Vested during the year	
<b>(I) PCCW Purchase Scheme (Shares)</b>								
<b>Director/Chief Executive</b>								
Hui Hon Hing, Susanna	16 April 2021	16 April 2021 to 16 April 2023	4.53	582,225	-	-	(582,225) <sup>(i)</sup>	-
	28 April 2021	28 April 2021 to 28 April 2023	4.52	56,500	-	-	(56,500) <sup>(i)</sup>	-
	19 April 2022	19 April 2022 to 16 April 2023	4.52	159,005	-	-	(159,005) <sup>(i)</sup>	-
	19 April 2022	19 April 2022 to 19 April 2023	4.52	905,436	-	-	(905,436) <sup>(i)</sup>	-
	19 April 2022	19 April 2022 to 19 April 2024	4.52	905,436	-	-	-	905,436
	20 September 2022	20 September 2022 to 19 April 2023	3.85	79,503	-	-	(79,503) <sup>(i)</sup>	-
	20 September 2022	20 September 2022 to 19 April 2024	3.85	79,502	-	-	-	79,502
	4 August 2023	4 August 2023 to 4 August 2024	3.92	-	1,123,823 <sup>(d)</sup>	-	-	1,123,823
	4 August 2023	4 August 2023 to 4 August 2025	3.92	-	1,123,822 <sup>(d)</sup>	-	-	1,123,822
<b>Five Highest Paid Individuals</b>								
In aggregate <sup>(c)</sup>	16 April 2021	16 April 2021 to 16 April 2023	4.53	386,889	-	-	(386,889) <sup>(i)</sup>	-
	4 March 2022	4 March 2022 to 16 April 2023	4.34	34,803	-	-	(34,803) <sup>(i)</sup>	-
	19 April 2022	19 April 2022 to 19 April 2023	4.52	48,708	-	-	(48,708) <sup>(i)</sup>	-
	19 April 2022	19 April 2022 to 19 April 2024	4.52	346,043	-	-	-	346,043
	30 May 2023	30 May 2023 to 30 May 2024	4.02	-	56,593 <sup>(e)</sup>	-	-	56,593
	30 May 2023	30 May 2023 to 30 May 2025	4.02	-	385,733 <sup>(e)</sup>	-	-	385,733
<b>Service Providers</b>								
In aggregate	16 April 2021	16 April 2021 to 16 April 2023	4.53	829,359	-	-	(829,359) <sup>(i)</sup>	-
	19 April 2022	19 April 2022 to 19 April 2023	4.52	725,190	-	-	(725,190) <sup>(i)</sup>	-
	19 April 2022	19 April 2022 to 19 April 2024	4.52	500,448	-	-	-	500,448
	15 August 2022	15 August 2022 to 19 April 2023	4.15	494,483	-	-	(494,483) <sup>(i)</sup>	-
	15 August 2022	15 August 2022 to 19 April 2024	4.15	494,482	-	(494,482)	-	-
	30 May 2023	30 May 2023 to 30 May 2024	4.02	-	586,475 <sup>(e)</sup>	(161,692)	-	424,783
	30 May 2023	30 May 2023 to 30 May 2025	4.02	-	586,454 <sup>(e)</sup>	(161,692)	-	424,762
	23 June 2023	23 June 2023 to 23 June 2024	3.85	-	71,865 <sup>(f)</sup>	-	-	71,865
	23 June 2023	23 June 2023 to 23 June 2025	3.85	-	71,865 <sup>(f)</sup>	-	-	71,865
<b>Other Grantees</b>								
In aggregate	16 April 2021	16 April 2021 to 16 April 2023	4.53	179,636	-	(1,087)	(178,549) <sup>(i)</sup>	-
	19 April 2022	19 April 2022 to 19 April 2023	4.52	188,681	-	(1,093)	(187,588) <sup>(i)</sup>	-
	19 April 2022	19 April 2022 to 19 April 2024	4.52	262,828	-	(27,677)	-	235,151
	1 September 2022	1 September 2022 to 19 April 2023	3.86	101,124	-	-	(101,124) <sup>(i)</sup>	-
	1 September 2022	1 September 2022 to 19 April 2024	3.86	101,124	-	-	-	101,124
	19 April 2023	19 April 2023 to 19 April 2024	4.01	-	13,422 <sup>(g)</sup>	-	-	13,422
	19 April 2023	19 April 2023 to 19 April 2025	4.01	-	13,417 <sup>(g)</sup>	-	-	13,417
	30 May 2023	30 May 2023 to 30 May 2024	4.02	-	192,773 <sup>(e)</sup>	(3,452)	-	189,321
	30 May 2023	30 May 2023 to 30 May 2025	4.02	-	274,860 <sup>(e)</sup>	(3,451)	-	271,409
	1 June 2023	1 June 2023 to 1 June 2024	3.97	-	4,301 <sup>(e)</sup>	-	-	4,301
	1 June 2023	1 June 2023 to 1 June 2025	3.97	-	4,298 <sup>(e)</sup>	-	-	4,298
	23 June 2023	23 June 2023 to 23 June 2024	3.85	-	22,379 <sup>(f)</sup>	-	-	22,379
	23 June 2023	23 June 2023 to 23 June 2025	3.85	-	22,378 <sup>(f)</sup>	-	-	22,378
Total				7,461,405	4,554,458	(854,626)	(4,769,362)	6,391,875

## SHARE OPTION SCHEMES AND SHARE AWARD SCHEMES OF THE COMPANY AND ITS SUBSIDIARIES

(CONTINUED)

## 1. The Company (continued)

## B. Share Award Schemes (continued)

Name or category of participants	Date of grant	Vesting period	Fair value at the date of grant <sup>(a)</sup> HK\$	Unvested as at 1 January 2023	Number of Share Stapled Unit awards			Unvested as at 31 December 2023
					Granted during the year <sup>(b)</sup>	Lapsed/ Forfeited during the year	Vested during the year	
<b>(II) PCCW Purchase Scheme (Share Stapled Units)</b>								
<b>Director/Chief Executive</b>								
Hui Hon Hing, Susanna	16 April 2021	16 April 2021 to 16 April 2023	11.06	74,356	–	–	(74,356) <sup>(m)</sup>	–
	28 April 2021	28 April 2021 to 28 April 2023	11.22	22,732	–	–	(22,732) <sup>(m)</sup>	–
	19 April 2022	19 April 2022 to 16 April 2023	10.86	65,334	–	–	(65,334) <sup>(m)</sup>	–
	19 April 2022	19 April 2022 to 19 April 2023	10.86	216,421	–	–	(216,421) <sup>(m)</sup>	–
	19 April 2022	19 April 2022 to 19 April 2024	10.86	216,420	–	–	–	216,420
	20 September 2022	20 September 2022 to 19 April 2023	10.22	32,668	–	–	(32,668) <sup>(m)</sup>	–
	20 September 2022	20 September 2022 to 19 April 2024	10.22	32,667	–	–	–	32,667
	4 August 2023	4 August 2023 to 4 August 2024	9.10	–	262,563 <sup>(h)</sup>	–	–	262,563
	4 August 2023	4 August 2023 to 4 August 2025	9.10	–	262,562 <sup>(h)</sup>	–	–	262,562
<b>Five Highest Paid Individuals</b>								
In aggregate <sup>(c)</sup>	16 April 2020	16 April 2020 to 16 April 2023	11.86	38,731	–	–	(38,731) <sup>(m)</sup>	–
	16 April 2020	16 April 2020 to 16 April 2024	11.86	38,730	–	–	–	38,730
	16 April 2021	16 April 2021 to 16 April 2023	11.06	21,940	–	–	(21,940) <sup>(m)</sup>	–
	2 July 2021	2 July 2021 to 16 April 2023	10.56	40,369	–	–	(40,369) <sup>(m)</sup>	–
	2 July 2021	2 July 2021 to 16 April 2024	10.56	40,369	–	–	–	40,369
	2 July 2021	2 July 2021 to 16 April 2025	10.56	40,369	–	–	–	40,369
	19 April 2022	19 April 2022 to 19 April 2023	10.86	41,413	–	–	(41,413) <sup>(m)</sup>	–
	19 April 2022	19 April 2022 to 19 April 2024	10.86	41,413	–	–	–	41,413
	19 April 2022	19 April 2022 to 19 April 2025	10.86	41,413	–	–	–	41,413
	19 April 2022	19 April 2022 to 19 April 2026	10.86	41,412	–	–	–	41,412
	30 May 2023	30 May 2023 to 30 May 2024	9.98	–	42,674 <sup>(i)</sup>	–	–	42,674
	30 May 2023	30 May 2023 to 30 May 2025	9.98	–	42,674 <sup>(i)</sup>	–	–	42,674
	30 May 2023	30 May 2023 to 30 May 2026	9.98	–	42,674 <sup>(i)</sup>	–	–	42,674
	30 May 2023	30 May 2023 to 30 May 2027	9.98	–	42,673 <sup>(i)</sup>	–	–	42,673
<b>Service Providers</b>								
In aggregate	16 April 2021	16 April 2021 to 16 April 2023	11.06	333,683	–	–	(333,683) <sup>(m)</sup>	–
	19 April 2022	19 April 2022 to 19 April 2023	10.86	205,652	–	–	(205,652) <sup>(m)</sup>	–
	19 April 2022	19 April 2022 to 19 April 2024	10.86	205,634	–	–	–	205,634
	15 August 2022	15 August 2022 to 19 April 2023	11.00	203,181	–	–	(203,181) <sup>(m)</sup>	–
	15 August 2022	15 August 2022 to 19 April 2024	11.00	203,181	–	(203,181)	–	–
	30 May 2023	30 May 2023 to 30 May 2024	9.98	–	224,336 <sup>(i)</sup>	(61,846)	–	162,490
	30 May 2023	30 May 2023 to 30 May 2025	9.98	–	224,315 <sup>(i)</sup>	(61,846)	–	162,469
	23 June 2023	23 June 2023 to 23 June 2024	9.05	–	27,488 <sup>(i)</sup>	–	–	27,488
	23 June 2023	23 June 2023 to 23 June 2025	9.05	–	27,488 <sup>(i)</sup>	–	–	27,488
<b>Other Grantees</b>								
In aggregate	16 April 2021	16 April 2021 to 16 April 2023	11.06	87,921	–	(1,315)	(86,606) <sup>(m)</sup>	–
	19 April 2022	19 April 2022 to 19 April 2023	10.86	107,872	–	(2,699)	(105,173) <sup>(m)</sup>	–
	19 April 2022	19 April 2022 to 19 April 2024	10.86	107,773	–	(6,391)	–	101,382
	19 April 2023	19 April 2023 to 19 April 2024	10.18	–	74,250 <sup>(k)</sup>	(4,047)	–	70,203
	19 April 2023	19 April 2023 to 19 April 2025	10.18	–	74,145 <sup>(k)</sup>	(4,038)	–	70,107
	30 May 2023	30 May 2023 to 30 May 2024	9.98	–	52,003 <sup>(i)</sup>	(1,321)	–	50,682
	30 May 2023	30 May 2023 to 30 May 2025	9.98	–	52,000 <sup>(i)</sup>	(1,320)	–	50,680
	23 June 2023	23 June 2023 to 23 June 2024	9.05	–	10,651 <sup>(i)</sup>	(526)	–	10,125
	23 June 2023	23 June 2023 to 23 June 2025	9.05	–	10,645 <sup>(i)</sup>	(525)	–	10,120
Total				2,501,654	1,473,141	(349,055)	(1,488,259)	2,137,481

## SHARE OPTION SCHEMES AND SHARE AWARD SCHEMES OF THE COMPANY AND ITS SUBSIDIARIES

(CONTINUED)

### 1. The Company (continued)

#### B. Share Award Schemes (continued)

Name or category of participants	Date of grant	Vesting period	Fair value at the date of grant <sup>(a)</sup> HK\$	Unvested as at 1 January 2023	Number of Share awards			Unvested as at 31 December 2023
					Granted during the year <sup>(b)</sup>	Lapsed/ Forfeited during the year	Vested during the year	
<b>(III) PCCW Subscription Scheme (Shares)</b>								
<b>Employee Participants</b>								
In aggregate	16 April 2020	16 April 2020 to 16 April 2023	4.64	100,787	-	-	(100,787) <sup>(i)</sup>	-
	16 April 2020	16 April 2020 to 16 April 2024	4.64	100,786	-	-	-	100,786
	11 May 2020	11 May 2020 to 16 April 2023	4.77	20,448	-	-	(20,448) <sup>(i)</sup>	-
	16 April 2021	16 April 2021 to 16 April 2023	4.53	1,219,141	-	(25,869)	(1,193,272) <sup>(i)</sup>	-
	2 July 2021	2 July 2021 to 16 April 2023	4.09	131,656	-	-	(131,656) <sup>(i)</sup>	-
	2 July 2021	2 July 2021 to 16 April 2024	4.09	100,336	-	-	-	100,336
	2 July 2021	2 July 2021 to 16 April 2025	4.09	100,335	-	-	-	100,335
	4 March 2022	4 March 2022 to 16 April 2023	4.34	228,771	-	-	(228,771) <sup>(i)</sup>	-
	4 March 2022	4 March 2022 to 16 April 2024	4.34	153,131	-	-	-	153,131
	19 April 2022	19 April 2022 to 19 April 2023	4.52	1,500,623	-	(42,496)	(1,458,127) <sup>(i)</sup>	-
	19 April 2022	19 April 2022 to 19 April 2024	4.52	1,499,619	-	(145,484)	-	1,354,135
	19 April 2022	19 April 2022 to 19 April 2025	4.52	100,787	-	-	-	100,787
	19 April 2022	19 April 2022 to 19 April 2026	4.52	100,786	-	-	-	100,786
	15 August 2022	15 August 2022 to 19 April 2023	4.15	5,710	-	-	(5,710) <sup>(i)</sup>	-
	15 August 2022	15 August 2022 to 19 April 2024	4.15	5,710	-	-	-	5,710
	19 April 2023	19 April 2023 to 19 April 2024	4.01	-	1,375,409 <sup>(e)</sup>	(113,880)	-	1,261,529
	19 April 2023	19 April 2023 to 19 April 2025	4.01	-	1,374,524 <sup>(e)</sup>	(113,785)	-	1,260,739
	30 May 2023	30 May 2023 to 30 May 2024	4.02	-	623,698 <sup>(e)</sup>	(3,268)	-	620,430
	30 May 2023	30 May 2023 to 30 May 2025	4.02	-	623,689 <sup>(e)</sup>	(3,267)	-	620,422
	30 May 2023	30 May 2023 to 30 May 2026	4.02	-	111,568 <sup>(e)</sup>	-	-	111,568
	30 May 2023	30 May 2023 to 30 May 2027	4.02	-	111,565 <sup>(e)</sup>	-	-	111,565
	23 June 2023	23 June 2023 to 23 June 2024	3.85	-	77,849 <sup>(i)</sup>	(8,079)	-	69,770
	23 June 2023	23 June 2023 to 23 June 2025	3.85	-	77,783 <sup>(i)</sup>	(8,066)	-	69,717
Total				5,368,626	4,376,085	(464,194)	(3,138,771)	6,141,746

## SHARE OPTION SCHEMES AND SHARE AWARD SCHEMES OF THE COMPANY AND ITS SUBSIDIARIES

(CONTINUED)

### 1. The Company (continued)

#### B. Share Award Schemes (continued)

**Notes:**

- (a) The fair value of the awards granted is measured by the quoted market price of the Shares/Share Stapled Units at the respective dates of grant. A description of the basis for fair value measurement is set out in note 2(ac)(iii) to the consolidated financial statements.
- (b) The identity of the grantees and the number of awards granted to each grantee were determined by the Company's Remuneration Committee after having taken into account the performance of the Group and the grantees' contribution thereto for the relevant financial period, such that relevant performance targets have already been met before any grant is decided to be made. Accordingly, there is no performance target stipulated as a condition to vesting of the awards granted.
- (c) Excluding the details of the awards granted to a Director who is one of the five individuals with the highest emoluments during the year, where the relevant details are reflected in the category of "Director/Chief Executive".
- (d) The closing price of the Shares immediately before the date on which the awards were granted was HK\$3.99 per Share.
- (e) The closing price of the Shares immediately before the date on which the awards were granted was HK\$4.00 per Share.
- (f) The closing price of the Shares immediately before the date on which the awards were granted was HK\$3.85 per Share.
- (g) The closing price of the Shares immediately before the date on which the awards were granted was HK\$4.06 per Share.
- (h) The closing price of the Share Stapled Units immediately before the date on which the awards were granted was HK\$9.10 per Share Stapled Unit.
- (i) The closing price of the Share Stapled Units immediately before the date on which the awards were granted was HK\$10.00 per Share Stapled Unit.
- (j) The closing price of the Share Stapled Units immediately before the date on which the awards were granted was HK\$9.06 per Share Stapled Unit.
- (k) The closing price of the Share Stapled Units immediately before the date on which the awards were granted was HK\$10.28 per Share Stapled Unit.
- (l) The weighted average closing price of the Shares immediately before the dates on which the awards vested was HK\$4.07 per Share.
- (m) The weighted average closing price of the Share Stapled Units immediately before the dates on which the awards vested was HK\$10.44 per Share Stapled Unit.

As at 1 January 2023 and 31 December 2023, the number of Share awards available for grant under the PCCW Subscription Scheme mandate was 72,027,756 and 71,254,636 respectively.

Further details of the PCCW Share Award Schemes are set out in note 34 to the consolidated financial statements.

For the year ended 31 December 2023, options and awards to subscribe for a total of 4,376,085 Shares were granted under the 2014 Scheme and the PCCW Subscription Scheme, representing approximately 0.06% of the weighted average number of Shares in issue.

## SHARE OPTION SCHEMES AND SHARE AWARD SCHEMES OF THE COMPANY AND ITS SUBSIDIARIES

(CONTINUED)

### 2. HKT Trust and HKT Limited

#### A. Share Stapled Units Option Scheme

HKT Trust and HKT operate a Share Stapled Units option scheme which was adopted by the holders of Share Stapled Units and the shareholders of the Company at their annual general meetings held on 7 May 2021 (the “Adoption Date”) (the “HKT 2021-2031 Option Scheme”). Under the HKT 2021-2031 Option Scheme, the board of directors of the Trustee-Manager (the “Trustee-Manager Board”) and the HKT Board shall be entitled to offer to grant a Share Stapled Unit option to any eligible participant whom the Trustee-Manager Board and the HKT Board may, at their absolute discretion, select. The major terms of the HKT 2021-2031 Option Scheme are set out below:

- (1) The purpose of the HKT 2021-2031 Option Scheme is to enable the HKT Trust and HKT, acting jointly by mutual agreement between them, to grant options to the eligible participants as incentives or rewards for their contribution to the growth of the HKT Trust and HKT and its subsidiaries (collectively the “HKT Group”) and to provide the HKT Group with a more flexible means to reward, remunerate, compensate and/or provide benefits to the eligible participants.
- (2) Eligible participants include (a) any full time or part time employee of HKT and/or any of its subsidiaries; (b) any director (including executive, non-executive or independent non-executive) of HKT and/or any of its subsidiaries; and (c) any consultant or adviser (whether professional or otherwise and whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid), distributor, contractor, supplier, service provider, agent, customer and/or business partner of HKT and/or any of its subsidiaries. The Trustee-Manager is not an eligible participant under the HKT 2021-2031 Option Scheme.
- (3) (i) Notwithstanding any other provisions of the HKT 2021-2031 Option Scheme, no options may be granted under the HKT 2021-2031 Option Scheme if the exercise of the options may result in PCCW ceasing to hold at least 51% of the Share Stapled Units in issue (on a fully diluted basis assuming full conversion or exercise of all outstanding options and other rights of subscription, conversion and exchange for Share Stapled Units).  
  
(ii) In addition, the maximum aggregate number of Share Stapled Units which may be issued upon exercise of all outstanding options granted and yet to be exercised under the HKT 2021-2031 Option Scheme and any other share option schemes of the HKT Trust and HKT must not exceed 30% of the issued Share Stapled Units from time to time. No options may be granted under the HKT 2021-2031 Option Scheme if this will result in such limit being exceeded.  
  
(iii) Subject to the further limitation in (i) above, as required by the Listing Rules, the total number of Share Stapled Units which may be issued upon exercise of all options to be granted under the HKT 2021-2031 Option Scheme and any other share option schemes of the HKT Trust and HKT must not, in aggregate, exceed 10% of the issued Share Stapled Units as at the Adoption Date unless the approval of holders of Share Stapled Units has been obtained.

As at the date of this annual report, the total number of Share Stapled Units available for issue in respect of options which may be granted under the HKT 2021-2031 Option Scheme is 757,574,233, representing approximately 9.99% of the Share Stapled Units in issue as at that date.

- (4) The total number of Share Stapled Units issued and to be issued upon exercise of options granted and to be granted to each eligible participant (other than a substantial holder of Share Stapled Units or an independent non-executive director of the Trustee-Manager and HKT, or any of their respective associates) under the HKT 2021-2031 Option Scheme (including exercised, cancelled and outstanding options under the HKT 2021-2031 Option Scheme) in any 12-month period shall not exceed 1% of the Share Stapled Units in issue at the relevant time. For options granted or to be granted to a substantial holder of Share Stapled Units or an independent non-executive director of the Trustee-Manager and HKT, or any of their respective associates, the said limit is reduced to 0.1% of the Share Stapled Units in issue and HK\$5 million in aggregate value based on the closing price of the Share Stapled Units on the date of each grant. Any further grant of Share Stapled Unit options in excess of such limits is subject to the approval of registered holders of Share Stapled Units in general meeting.
- (5) The options granted under the HKT 2021-2031 Option Scheme will be vested according to the terms and conditions as determined by the Trustee-Manager Board and the HKT Board, provided that such terms and conditions shall not be inconsistent with the HKT 2021-2031 Option Scheme and no option may be exercised 10 years after the date of grant.

## SHARE OPTION SCHEMES AND SHARE AWARD SCHEMES OF THE COMPANY AND ITS SUBSIDIARIES

(CONTINUED)

### 2. HKT Trust and HKT Limited (continued)

#### A. Share Stapled Units Option Scheme (continued)

- (6) The HKT 2021-2031 Option Scheme does not specify any consideration which is payable on the acceptance of an option. Upon acceptance of the offer, the date on which the option is offered shall be deemed to be the date of grant of the relevant option, except in determining the date of grant for the purpose of calculating the subscription price for grants requiring approval of holders of Share Stapled Units in accordance with the provisions of the HKT 2021-2031 Option Scheme.
- (7) The subscription price for Share Stapled Units in respect of any particular option shall not be less than the highest of (i) the closing price per Share Stapled Unit on the main board as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day; (ii) the average closing price per Share Stapled Unit on the main board as stated in the Stock Exchange's daily quotation sheet for the 5 business days immediately preceding the date of grant; and (iii) the nominal value of a Share Stapled Unit.
- (8) Subject to the early termination by an ordinary resolution in general meeting of registered holders of Share Stapled Units or resolutions of the Trustee-Manager Board and the HKT Board, the HKT 2021-2031 Option Scheme shall be valid and effective for a period of 10 years commencing from the Adoption Date and expiring on the tenth anniversary thereof, after which period no further options shall be granted but the provisions of the HKT 2021-2031 Option Scheme shall remain in full force and effect in all other respects.

No Share Stapled Unit options have been granted under the HKT 2021-2031 Option Scheme since its adoption and up to and including 31 December 2023.

As at each of 1 January 2023 and 31 December 2023, the number of Share Stapled Unit options available for grant under the HKT 2021-2031 Option Scheme mandate was 757,574,233.

#### B. Share Stapled Units Award Schemes

On 11 October 2011, HKT adopted two award schemes pursuant to which awards of Share Stapled Units may be made, namely the HKT Share Stapled Units Purchase Scheme and the HKT Share Stapled Units Subscription Scheme (collectively the "HKT Share Stapled Units Award Schemes"). The purposes of the HKT Share Stapled Units Award Schemes are to incentivise and reward participants for their contribution to the growth of the HKT Limited Group and to provide the HKT Limited Group with a more flexible means to reward, remunerate, compensate and/or provide benefits to the participants.

Participants of the HKT Share Stapled Units Award Schemes include any director or employee of HKT or any of its subsidiaries.

The HKT Share Stapled Units Award Schemes are administered by the HKT Board, any committee or sub-committee of the HKT Board and/or any person delegated with the power and authority to administer all or any aspects of the respective HKT Share Stapled Units Award Schemes (the "HKT Approving Body") and an independent trustee (the "Trustee") appointed to hold the relevant Share Stapled Units until such time as the Share Stapled Units vest in the selected participants.

## SHARE OPTION SCHEMES AND SHARE AWARD SCHEMES OF THE COMPANY AND ITS SUBSIDIARIES

(CONTINUED)

### 2. HKT Trust and HKT Limited (continued)

#### B. Share Stapled Units Award Schemes (continued)

Pursuant to the scheme rules, no sum of money shall be set aside and no Share Stapled Units shall be purchased or subscribed (as the case may be), nor any amounts paid to the Trustee for the purpose of making such a purchase or subscription, if, as a result of such purchase or subscription, the number of Share Stapled Units administered under the respective schemes would represent in excess of 1% of the total number of Share Stapled Units in issue from time to time, excluding the Share Stapled Units which have been transferred to selected participants on vesting. In addition, under the HKT Share Stapled Units Subscription Scheme, no sum of money shall be set aside and no Share Stapled Units shall be subscribed nor any amounts paid to the Trustee for the purpose of making such a subscription if:

- (i) as a result of such subscription, the Company's aggregate holding of Share Stapled Units would on a fully-diluted basis (which shall take into account the relevant subscription(s) proposed to be made under the HKT Share Stapled Units Subscription Scheme, the amount of all outstanding options in respect of Share Stapled Units as granted pursuant to HKT's Share Stapled Units option scheme(s), and all other rights or entitlements granted by HKT concerning the prospective allotment of new Share Stapled Units) represent less than 51% of the total number of Share Stapled Units as would exist were all such commitments to allot new Share Stapled Units to be duly fulfilled; or
- (ii) HKT does not have a relevant general mandate or specific mandate from holders of Share Stapled Units necessary to effect the allotment and issue of Share Stapled Units pursuant to the scheme.

As at the date of this annual report, the total number of Share Stapled Units available for issue in respect of awards which may be granted under the HKT Share Stapled Units Subscription Scheme is 74,277,332, representing approximately 0.98% of the Share Stapled Units in issue as at that date.

In respect of the HKT Share Stapled Units Purchase Scheme, the HKT Approving Body shall either (i) set aside a sum of money; or (ii) determine a number of Share Stapled Units which it wishes to be the subject of a bonus award or set aside returned Share Stapled Units. Where a sum of money has been set aside (or a number of Share Stapled Units has been determined) by the HKT Approving Body, it shall pay (or cause to be paid) that amount or an amount sufficient to purchase that number of Share Stapled Units from the HKT Limited Group's resources, and the Trustee will then apply the same towards the purchase of the relevant Share Stapled Units on the Stock Exchange pursuant to the trust deed.

In respect of the HKT Share Stapled Units Subscription Scheme, the HKT Approving Body shall either (i) determine a notional cash amount; or (ii) determine a number of Share Stapled Units which it wishes to be the subject of a bonus award or set aside returned Share Stapled Units. Where a notional cash amount has been determined by the HKT Approving Body, the HKT Approving Body shall determine the maximum number of Share Stapled Units, rounded down to the nearest whole number, which could be acquired with such notional cash amount on the Stock Exchange. The HKT Approving Body shall pay (or cause to be paid) an amount equal to the aggregate subscription price for either (i) the maximum number of Share Stapled Units, rounded down to the nearest whole number, which could be acquired with such notional cash amount on the Stock Exchange (where the HKT Approving Body has determined a notional cash amount); or (ii) the number of Share Stapled Units (where the HKT Approving Body has determined such number) which amount shall be as directed by HKT but is expected only to be a nominal amount per Share Stapled Unit, or such other amount as may be required to effect the allotment pursuant to the relevant general mandate of HKT from the HKT Limited Group's resources, and the Trustee shall then apply the same towards the subscription of Share Stapled Units, provided always that no Share Stapled Units shall be allotted in respect of such subscription unless and until HKT shall have received from the Stock Exchange a grant of the listing of, and permission to deal in, such Share Stapled Units and unless and until such allotment shall have been approved by the HKT Approving Body and the holders of Share Stapled Units (where required).

## SHARE OPTION SCHEMES AND SHARE AWARD SCHEMES OF THE COMPANY AND ITS SUBSIDIARIES

(CONTINUED)

### 2. HKT Trust and HKT Limited (continued)

#### B. Share Stapled Units Award Schemes (continued)

Subject to the relevant scheme rules, each scheme provides that prior to the vesting of the awards under the relevant scheme to selected participants, the relevant Share Stapled Units will be held in trust by the Trustee for such selected participants, and will be vested over a period of time determined by the HKT Approving Body, provided that each selected participant shall remain at all times up to and including the relevant vesting date (or, as the case may be, each relevant vesting date) an employee or a director of the HKT Limited Group, and satisfies any other conditions specified at the time the award is made, notwithstanding that the HKT Approving Body shall be at liberty to waive such conditions. Other than satisfying the vesting conditions, selected participants are not required to provide any consideration in order to acquire the Share Stapled Units awarded to him/her under the schemes. The HKT Approving Body may by resolution terminate the operation of the schemes at any time subject to the terms of the schemes.

The previous term of each of the HKT Share Stapled Units Award Schemes expired on 10 October 2021. In order to enable HKT to continue granting awards of Share Stapled Units under the HKT Share Stapled Units Award Schemes, on 5 August 2021, the HKT Board approved the extension of the duration of each of the HKT Share Stapled Units Award Schemes for a period of 10 years from 11 October 2021. As a result of such extension, each of the HKT Share Stapled Units Award Schemes shall be valid and effective for a further term of 10 years commencing from 11 October 2021, expiring on 10 October 2031. Save as disclosed above, all other terms and conditions of the HKT Share Stapled Units Award Schemes remain unchanged and continue in full force and effect after such extension.



## SHARE OPTION SCHEMES AND SHARE AWARD SCHEMES OF THE COMPANY AND ITS SUBSIDIARIES

(CONTINUED)

### 2. HKT Trust and HKT Limited (continued)

#### B. Share Stapled Units Award Schemes (continued)

Details of the Share Stapled Unit awards granted and movements during the year ended 31 December 2023 are as follows:

Name or category of participants	Date of grant	Vesting period	Fair value at the date of grant <sup>(a)</sup> HK\$	Unvested as at 1 January 2023	Number of Share Stapled Unit awards			
					Granted during the year <sup>(b)</sup>	Lapsed/ Forfeited during the year	Vested during the year	Unvested as at 31 December 2023
<b>(I) HKT Share Stapled Units Purchase Scheme</b>								
<b>Director/Chief Executive</b>								
Hui Hon Hing, Susanna	16 April 2021	16 April 2021 to 16 April 2023	11.06	159,897	–	–	(159,897) <sup>(h)</sup>	–
	19 April 2022	19 April 2022 to 19 April 2023	10.86	155,620	–	–	(155,620) <sup>(h)</sup>	–
	19 April 2022	19 April 2022 to 19 April 2024	10.86	155,619	–	–	–	155,619
	4 August 2023	4 August 2023 to 4 August 2024	9.10	–	167,292 <sup>(a)</sup>	–	–	167,292
	4 August 2023	4 August 2023 to 4 August 2025	9.10	–	167,292 <sup>(a)</sup>	–	–	167,292
<b>Five Highest Paid Individuals</b>								
In aggregate <sup>(c)</sup>	16 April 2021	16 April 2021 to 16 April 2023	11.06	14,626	–	–	(14,626) <sup>(h)</sup>	–
	19 April 2022	19 April 2022 to 19 April 2023	10.86	20,014	–	–	(20,014) <sup>(h)</sup>	–
	19 April 2022	19 April 2022 to 19 April 2024	10.86	20,014	–	–	–	20,014
	30 May 2023	30 May 2023 to 30 May 2024	9.98	–	21,647 <sup>(e)</sup>	–	–	21,647
	30 May 2023	30 May 2023 to 30 May 2025	9.98	–	21,646 <sup>(e)</sup>	–	–	21,646
<b>Other Grantees</b>								
In aggregate	16 April 2021	16 April 2021 to 16 April 2023	11.06	34,205	–	(437)	(33,768) <sup>(h)</sup>	–
	19 April 2022	19 April 2022 to 19 April 2023	10.86	37,083	–	(449)	(36,634) <sup>(h)</sup>	–
	19 April 2022	19 April 2022 to 19 April 2024	10.86	37,078	–	(10,334)	–	26,744
	19 April 2023	19 April 2023 to 19 April 2024	10.18	–	5,135 <sup>(f)</sup>	–	–	5,135
	19 April 2023	19 April 2023 to 19 April 2025	10.18	–	5,132 <sup>(f)</sup>	–	–	5,132
	30 May 2023	30 May 2023 to 30 May 2024	9.98	–	27,746 <sup>(e)</sup>	–	–	27,746
	30 May 2023	30 May 2023 to 30 May 2025	9.98	–	27,744 <sup>(e)</sup>	–	–	27,744
	1 June 2023	1 June 2023 to 1 June 2024	9.96	–	1,646 <sup>(e)</sup>	–	–	1,646
	1 June 2023	1 June 2023 to 1 June 2025	9.96	–	1,645 <sup>(e)</sup>	–	–	1,645
Total				634,156	446,925	(11,220)	(420,559)	649,302

## SHARE OPTION SCHEMES AND SHARE AWARD SCHEMES OF THE COMPANY AND ITS SUBSIDIARIES

(CONTINUED)

## 2. HKT Trust and HKT Limited (continued)

## B. Share Stapled Units Award Schemes (continued)

Name or category of participants	Date of grant	Vesting period	Fair value at the date of grant <sup>(a)</sup> HK\$	Unvested as at 1 January 2023	Number of Share Stapled Unit awards			Unvested as at 31 December 2023
					Granted during the year <sup>(b)</sup>	Lapsed/ Forfeited during the year	Vested during the year	
<b>(II) HKT Share Stapled Units Subscription Scheme</b>								
<b>Employee Participants</b>								
In aggregate	11 May 2020	11 May 2020 to 16 April 2023	12.86	7,858	–	–	(7,858) <sup>(h)</sup>	–
	16 April 2021	16 April 2021 to 16 April 2023	11.06	440,667	–	(9,090)	(431,577) <sup>(h)</sup>	–
	2 July 2021	2 July 2021 to 16 April 2023	10.56	12,601	–	–	(12,601) <sup>(h)</sup>	–
	4 March 2022	4 March 2022 to 16 April 2023	10.60	8,537	–	–	(8,537) <sup>(h)</sup>	–
	19 April 2022	19 April 2022 to 19 April 2023	10.86	543,311	–	(14,790)	(528,521) <sup>(h)</sup>	–
	19 April 2022	19 April 2022 to 19 April 2024	10.86	542,398	–	(54,428)	–	487,970
	15 August 2022	15 August 2022 to 19 April 2023	11.00	2,347	–	–	(2,347) <sup>(h)</sup>	–
	15 August 2022	15 August 2022 to 19 April 2024	11.00	2,346	–	–	–	2,346
	19 April 2023	19 April 2023 to 19 April 2024	10.18	–	452,085 <sup>(f)</sup>	(39,279)	–	412,806
	19 April 2023	19 April 2023 to 19 April 2025	10.18	–	451,298 <sup>(f)</sup>	(39,198)	–	412,100
	30 May 2023	30 May 2023 to 30 May 2024	9.98	–	78,560 <sup>(e)</sup>	(1,250)	–	77,310
	30 May 2023	30 May 2023 to 30 May 2025	9.98	–	78,548 <sup>(e)</sup>	(1,250)	–	77,298
	23 June 2023	23 June 2023 to 23 June 2024	9.05	–	27,726 <sup>(g)</sup>	(2,570)	–	25,156
	23 June 2023	23 June 2023 to 23 June 2025	9.05	–	27,666 <sup>(g)</sup>	(2,561)	–	25,105
Total				1,560,065	1,115,883	(164,416)	(991,441)	1,520,091

**Notes:**

- (a) The fair value of the awards granted is measured by the quoted market price of the Share Stapled Units at the respective dates of grant.
- (b) The identity of the grantees and the number of awards granted to each grantee were determined by HKT's Remuneration Committee after having taken into account the performance of the HKT Limited Group and the grantees' contribution thereto for the relevant financial period, such that relevant performance targets have already been met before any grant is decided to be made. Accordingly, there is no performance target stipulated as a condition to vesting of the awards granted.
- (c) Excluding the details of the awards granted to a Director who is one of the five individuals with the highest emoluments during the year, where the relevant details are reflected in the category of "Director/Chief Executive".
- (d) The closing price of the Share Stapled Units immediately before the date on which the awards were granted was HK\$9.10 per Share Stapled Unit.
- (e) The closing price of the Share Stapled Units immediately before the date on which the awards were granted was HK\$10.00 per Share Stapled Unit.
- (f) The closing price of the Share Stapled Units immediately before the date on which the awards were granted was HK\$10.28 per Share Stapled Unit.
- (g) The closing price of the Share Stapled Units immediately before the date on which the awards were granted was HK\$9.06 per Share Stapled Unit.
- (h) The weighted average closing price of the Share Stapled Units immediately before the dates on which the awards were vested was HK\$10.45 per Share Stapled Unit.

As at 1 January 2023 and 31 December 2023, the number of Share Stapled Unit awards available for grant under the HKT Share Stapled Units Subscription Scheme mandate was 74,237,358 and 74,277,332 respectively.

Further details of the HKT Share Stapled Units Award Schemes are set out in note 34 to the consolidated financial statements.

For the year ended 31 December 2023, options and awards to subscribe for a total of 1,115,883 Share Stapled Units were granted under the HKT 2021-2031 Option Scheme and the HKT Share Stapled Units Subscription Scheme, representing approximately 0.01% of the weighted average number of Share Stapled Units in issue.

Save as disclosed above, at no time during the year under review was the Company or any of its subsidiaries, holding companies or fellow subsidiaries a party to any arrangement that may enable the directors of the Company to acquire benefits by means of the acquisition of shares or Share Stapled Units in, or debentures of, the Company or any other body corporate and none of the directors or chief executives of the Company or their spouses or children under 18 years of age had any right to subscribe for equity or debt securities of the Company or any of its associated corporations or had exercised any such right during the year under review.

## EQUITY-LINKED AGREEMENTS

The Group has the share option schemes and the share award schemes with details set out in the section above headed “Share Option Schemes and Share Award Schemes of the Company and its Subsidiaries” and note 34 to the consolidated financial statements.

## INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 31 December 2023, the following persons (other than directors or chief executives of the Company) were substantial shareholders of the Company and had interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept pursuant to Section 336 of the SFO:

Name of shareholder	Note(s)	Number of Shares/underlying Shares held	Approximate percentage of the total number of Shares in issue
<b>Long Positions</b>			
PCRD		1,753,529,954	22.66%
PCGH	1	1,928,842,224	24.92%
Star Ocean Ultimate Limited	2 and 3	1,928,842,224	24.92%
The Ocean Trust	2	1,928,842,224	24.92%
The Starlite Trust	2	1,928,842,224	24.92%
OS Holdings Limited	2	1,928,842,224	24.92%
Ocean Star Management Limited	2	1,928,842,224	24.92%
The Ocean Unit Trust	2	1,928,842,224	24.92%
The Starlite Unit Trust	2	1,928,842,224	24.92%
Star Ocean Ultimate Holdings Limited	3	1,928,842,224	24.92%
Fung Jenny Wai Ling	4	1,928,842,224	24.92%
Huang Lester Garson	4	1,928,842,224	24.92%
China United Network Communications Group Company Limited (“Unicom”)	5	1,424,935,885	18.41%

### Notes:

- These interests represented (i) PCGH's beneficial interests in 175,312,270 Shares; and (ii) PCGH's interests (through itself and its controlled corporations, being its wholly-owned subsidiaries, Borsington Limited, Pacific Century International Limited, Pacific Century Group (Cayman Islands) Limited and Anglang Investments Limited, which together controlled 88.67% of the issued share capital of PCRD) in 1,753,529,954 Shares held by PCRD.
- On 18 April 2004, Li Tzar Kai, Richard transferred the entire issued share capital of PCGH to Ocean Star Management Limited as trustee of The Ocean Unit Trust and The Starlite Unit Trust. The entire issued share capital of Ocean Star Management Limited was held by OS Holdings Limited. The Ocean Trust and The Starlite Trust held all units of The Ocean Unit Trust and The Starlite Unit Trust respectively. Star Ocean Ultimate Limited was the discretionary trustee of The Ocean Trust and The Starlite Trust.
- On 4 November 2013, Star Ocean Ultimate Limited became a controlled corporation of Star Ocean Ultimate Holdings Limited.
- Fung Jenny Wai Ling and Huang Lester Garson were deemed to be interested in such Shares under the SFO as each of them controlled the exercise of one-third or more of the voting power at general meetings of each of Ocean Star Investment Management Limited, OS Holdings Limited and Star Ocean Ultimate Holdings Limited.
- Unicom indirectly held these interests through China Unicom Group Corporation (BVI) Limited, a company wholly-owned by Unicom.

**INTERESTS AND SHORT POSITIONS OF OTHER PERSONS REQUIRED TO BE DISCLOSED UNDER THE SFO**

As at 31 December 2023, the following person (other than directors or chief executives or substantial shareholders (as disclosed in the previous section headed “**Interests and Short Positions of Substantial Shareholders**”) of the Company) had interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept pursuant to Section 336 of the SFO:

Name	Number of Shares/underlying Shares held	Approximate percentage of the total number of Shares in issue
<b>Long Positions</b>		
Ocean Star Investment Management Limited ( <i>Note</i> )	1,928,842,224	24.92%

**Note:**

Ocean Star Investment Management Limited was deemed interested under the SFO in the Shares by virtue of it being the investment manager of The Ocean Unit Trust and The Starlite Unit Trust which together held 100% of PCGH (see the notes to the previous section headed “**Interests and Short Positions of Substantial Shareholders**”).

Save as disclosed above in this section and the previous section headed “**Interests and Short Positions of Substantial Shareholders**”, the Company has not been notified of any other persons (other than directors or chief executives of the Company) who had an interest or a short position in the Shares, underlying Shares or debentures of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO as at 31 December 2023.

**DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE**

Details of the connected transactions and continuing connected transactions; and significant related party transactions are disclosed in this report and in note 6 to the consolidated financial statements.

Save for the above, no other transactions, arrangements or contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a director of the Company or his/her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

**MANAGEMENT CONTRACTS**

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of any business of the Company were entered into or subsisted during the year.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2023, the interests of the directors of the Company in competing business required to be disclosed pursuant to Rule 8.10 of the Listing Rules were as follows:

Name of Director	Name of company	Nature of business	Nature of interests
Li Tzar Kai, Richard	CK Hutchison Holdings Limited ("CK Hutchison") and its subsidiaries	Ports and related services, retail, infrastructure and telecommunications	(Note)
	CK Asset Holdings Limited ("CK Asset") and its subsidiaries	Property development and investment, hotel and serviced suite operation, property and project management, pub operation and investment in infrastructure and utility asset operation	(Note)
Tang Yongbo ( <i>appointed with effect from 3 August 2023</i> )	Unicom	Telecommunications business and other related businesses	Vice General Manager
	China United Network Communications Limited	Telecommunications business and other related businesses	Senior Vice President
	China Unicom (Hong Kong) Limited ("Unicom HK")	Telecommunications business and other related businesses	Senior Vice President
	China United Network Communications Corporation Limited	Telecommunications business and other related businesses	Director and Senior Vice President
	China Tower Corporation Limited	Construction and operation of telecommunications towers	Non-Executive Director
	China Communications Services Corporation Limited	Provision of integrated comprehensive smart solutions in the field of informatisation and digitalisation	Non-Executive Director
Meng Shusen	China Unicom Global Limited ("CUG", a subsidiary of Unicom HK)	Telecommunications business and other related businesses	Chairwoman and President of CUG
	China Unicom (Hong Kong) Operations Limited ("CUHK", a subsidiary of Unicom HK)	Telecommunications business and other related businesses	Director and President of CUHK
Wang Fang	Unicom	Telecommunications business and other related businesses	General Manager of the Finance Department

**Note:**

Li Tzar Kai, Richard has a personal interest in 75,240 shares in each of CK Hutchison and CK Asset, and is one of the discretionary beneficiaries of certain discretionary trusts which hold units in unit trusts ("Family Trusts"). The Family Trusts are interested in certain shares of CK Hutchison and CK Asset. Certain businesses of CK Hutchison and CK Asset may compete with certain aspects of the businesses of the Group during the year.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS (CONTINUED)

In addition, Li Tzar Kai, Richard is a director of certain private companies (the "Private Companies"), which are engaged in property development and investment.

Further, Li Tzar Kai, Richard is a director and Chairman of PCRD. PCRD is an investment holding company with interests in telecommunications and media (through the Company), logistics, property and infrastructure investment and development in the Asia Pacific region.

The business interests of the Private Companies in Hong Kong are not significant when compared with the business of the Group and it is unlikely that such business interests will compete with the business of the Group. The business interests in Japan and the Asia Pacific region are also unlikely to compete with the existing business of the Group.

Li Tzar Kai, Richard has a controlling interest in some of the Private Companies. Further, he is or may be regarded as interested in PCRD and PCGH due to the interests as disclosed in the section headed "**Directors' and Chief Executives' Interests and Short Positions in the Shares, Share Stapled Units, Underlying Shares, Underlying Share Stapled Units and Debentures of the Company and its Associated Corporations**" of this report.

As PCRD and the Private Companies are involved in the development and/or investment of properties of different types and/or in different locations, the Group has been operating independently of, and at arm's length from, the businesses of those companies.

Furthermore, the Group holds minority equity interests in a number of Internet-related companies in which the Group is entitled to appoint, and has appointed, one or more directors to the respective boards of these companies to represent the interests of the Group. Some or all of these companies may compete directly or indirectly, with certain aspects of the Group's businesses.

Other than as disclosed above, none of the directors is interested in any business, apart from the Group's businesses, which competes or is likely to compete, either directly or indirectly, with the Group's businesses.

### PERMITTED INDEMNITY

According to the articles of association of the Company and subject to the provisions of the Hong Kong Companies Ordinance, every director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities to the fullest extent permitted by the Hong Kong Companies Ordinance which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. In addition, the Company has maintained appropriate directors and officers liability insurance cover for the directors and officers of the Company and its subsidiaries.

### DONATIONS

During the year, the Group made donations for charitable and other purposes of approximately HK\$51,000 (2022: HK\$32.7 million).

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31 December 2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company.

## CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

### 1. Connected Transactions

#### MoneyHero Investment

##### (1) Disposal of Interest in MoneyHero Group and Acquisition of Interest in PubCo

Reference is made to the Company's announcement dated 14 October 2022 disclosing, among other things, that PCCW Media International Limited ("PMIL", a wholly-owned subsidiary of the Company) subscribed for 2,058,932 Class B ordinary shares and 12,823,301 Class C warrants and purchased certain loan notes in the principal amount of US\$11,400,000 from CompareAsia Group Capital Limited ("MoneyHero Group"). PMIL also had the right to subscribe for additional loan notes from MoneyHero Group for an aggregate subscription price of up to US\$5,000,000, together with MoneyHero Class C warrants to subscribe for MoneyHero Class C ordinary shares, subject to the terms specified in the shareholders agreement of MoneyHero Group ("MoneyHero Call Option").

On 25 May 2023, the Company issued an announcement (the "May Announcement") disclosing that Bridgetown Holdings Limited ("SPAC") entered into a business combination agreement with MoneyHero Group, MoneyHero Limited ("PubCo"), Gemini Merger Sub 1 Limited and Gemini Merger Sub 2 Limited (the "Business Combination Agreement"), pursuant to which PubCo will in effect acquire MoneyHero Group and SPAC and become a listed company on NASDAQ. In accordance with the Business Combination Agreement, PMIL will dispose of certain MoneyHero Group securities to PubCo ("Disposal") and acquire certain PubCo securities from PubCo ("Acquisition").

Further, PMIL and PubCo entered into a call option agreement, pursuant to which the unexercised portion of the MoneyHero Call Option will be assumed by PubCo and converted into an option to subscribe for certain unsecured loan notes to be issued by PubCo, and to receive certain PubCo Class A ordinary shares, subject to a pre-determined ratio ("PubCo Call Option").

Li Tzar Kai, Richard is a director of the Company and for the reasons explained in the May Announcement, Mr Li will be able to control over 30% of the voting power at general meetings of PubCo, thereby making PubCo a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Although PubCo was not a connected person of the Company as at the time the Business Combination Agreement was executed, the Disposal and the Acquisition still constituted a connected transaction of the Company under Chapter 14A of the Listing Rules, details of which were disclosed in the May Announcement.

##### (2) Completion of the Business Combination and Exercise of PubCo Call Option

On 13 October 2023, the Company announced that completion of the business combination disclosed in the May Announcement took place on 12 October 2023 (United States Eastern Time) ("Completion") and MoneyHero Group became a wholly-owned subsidiary of PubCo and PMIL acquired certain securities in PubCo. Immediately following Completion, PMIL elected to exercise the PubCo Call Option in full, pursuant to which PMIL subscribed for PubCo loan notes in an aggregate principal amount of US\$5,000,000 and received 2,005,460 PubCo Class A ordinary shares. PMIL holds an aggregate of 6,577,459 PubCo Class A ordinary shares, representing approximately 15.78% of the issued share capital of PubCo, after Completion and exercise of the PubCo Call Option.

Li Tzar Kai, Richard is a director of the Company and is able to control over 30% of the voting power at general meetings of PubCo, thereby making PubCo a connected person of the Company under Rule 14A.07 of the Listing Rules. The exercise of the PubCo Call Option (when aggregated with the Acquisition) constituted connected transactions of the Company under Chapter 14A of the Listing Rules, details of which were disclosed in the announcement of the Company dated 13 October 2023.

## CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (CONTINUED)

### 2. Continuing Connected Transactions

During the year ended 31 December 2023, the Group entered into certain transactions which constituted continuing connected transactions (as defined in the Listing Rules) of the Company, details of which are set out below.

#### A. China United Network Communications Group Company Limited (“Unicom”) and its subsidiaries and associates (collectively, the “Unicom Group”)

A wholly-owned subsidiary of Unicom is a substantial shareholder and connected person (as defined in the Listing Rules) of the Company. Accordingly, the Unicom Group is a connected person of the Company and transactions between the Group and the Unicom Group constitute connected transactions for the Company under the Listing Rules.

The Group has, from time to time, entered into transactions with the Unicom Group relating to the acquisition and provision of certain information technology services and products (the “Unicom Transactions”). These transactions constituted continuing connected transactions of the Company under the Listing Rules.

It is considered that the entering into of the Unicom Transactions is consistent with the commercial objectives of the Group and falls within the core business of the Group.

As stated in the Company’s announcement dated 3 December 2020, the Company set the annual caps for each of the following categories of the Unicom Transactions for the three financial years ended 31 December 2023 based on the nature of transactions from time to time entered into with the Unicom Group. The Company has complied with the applicable requirements under Chapter 14A of the Listing Rules with respect to the below Unicom Transactions during the year.

#### (1) Provision of data services by the Group to the Unicom Group

The provision of data services by the Group to the Unicom Group refers to the provision of dedicated networks and network facilities, in the form of private leased lines, Internet Protocol platforms and/or data centre services, for mainly data and voice communication, both locally and internationally.

The charges for these data services may include a one-off charge per circuit and a monthly rental charge. The monthly rental charge may comprise the fixed recurring charge and the variable charge which is determined based on the volume of data usage by the Unicom Group.

#### (2) Provision of data services by the Unicom Group to the Group

The provision of data services by the Unicom Group to the Group refers to the provision of dedicated networks and network facilities, in the form of private leased lines, Internet Protocol platforms and/or data centre services, by the Unicom Group to the Group. The dedicated networks and network facilities are mainly used for data and voice communication, both locally and internationally. The bases of calculation of the payments to be made under the agreements are:

- (a) Payments determined by reference to prices specified in guidance issued by the Government of the People’s Republic of China (the “PRC Government”), or in the absence of the PRC Government guidance prices, by reference to the market price of the same or similar data services;
- (b) Agreed unit prices, determined by reference to comparable market prices, the committed contract duration and/or the committed volumes. In this regard, customers committing to a longer contract period or greater volume may enjoy a lower price; and/or
- (c) Agreed pricing for individual services on a case by case basis, by reference to current market offers and comparable market prices for similar services provided on substantially the same terms and conditions.

Each of the bases of calculation described in (a), (b) and (c) above is comparable to those obtained from independent third parties.



## CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (CONTINUED)

### 2. Continuing Connected Transactions (continued)

#### A. China United Network Communications Group Company Limited (“Unicom”) and its subsidiaries and associates (collectively, the “Unicom Group”) (continued)

##### (3) Provision of systems integration services by the Group to the Unicom Group

The provision of systems integration services by the Group to the Unicom Group refers to the provision of services and/or hardware and/or software required to set up a computer system, network system or information technology infrastructure according to the user's requirements. Such systems integration services provided under the agreements include system design, project management, system implementation, managed services, consultancy, hardware, hosting, software development, testing and maintenance. Many of such systems integration services agreements were entered into following a competitive tender process initiated by the Unicom Group and, accordingly, were entered into on terms and conditions specified by the relevant member of the Unicom Group as part of the tender procedures. The remaining contracts were entered into on an individual basis through direct negotiations with the Unicom Group.

The values of respective systems integration projects are determined by the number of man-hour involved and the unit price per man-hour being charged.

As a general principle, the prices and terms of the agreements with the Unicom Group shall be determined on a commercial arm's length basis, and on terms no less favourable to the Group than terms available to or from independent third parties. The duration or term of each Unicom Transaction will not exceed three years, other than those capacity purchase and sale contracts relating to the grant of indefeasible rights to use bandwidth capacity within the economic life of the bandwidth capacity (the “IRU Contracts”) available on both groups' networks to and/or from the Unicom Group or contracts of a similar nature.

The Group may, from time to time, enter into the IRU Contracts which are categorised under data services (as mentioned above) and are part of the normal commercial activities of the Group. As disclosed in the Company's announcement dated 3 December 2020, Yue Xiu Capital Limited was appointed as the Company's independent financial adviser in accordance with the Listing Rules to advise on the duration of the IRU Contracts to be entered into by the Group and the Unicom Group and was of the opinion that (i) the duration of the IRU Contracts being longer than three years and for up to 15 years is essential to safeguard the interests of the Company and its shareholders; and (ii) it is a normal business practice for contracts of this type to be of such duration. Waivers have been sought from and granted by the Stock Exchange from strict compliance with the Listing Rules requirements of having written agreements for the Unicom Transactions and an independent financial adviser opinion each time in relation to the execution of IRU Contract with the Unicom Group with a duration exceeding three years. Such waivers applied until 31 December 2023.

As disclosed in the announcement of the Company dated 22 December 2023, the Company set new annual caps for the applicable categories of Unicom Transactions for the three financial years ending 31 December 2026. Waivers have been sought from and granted by the Stock Exchange from strict compliance with the Listing Rules requirements of having written agreements for the Unicom Transactions and an independent financial adviser opinion each time in relation to the execution of IRU Contracts with the Unicom Group with a duration exceeding three years during the three financial years ending 31 December 2026.

The approximate aggregate value and the annual cap of each category of the Unicom Transactions are set out below:

Category	Approximate aggregate values for the financial year ended 31 December 2023 HK\$'000	Annual caps for the Unicom Group for the financial year ended 31 December 2023 HK\$'000
(1) Provision of data services by the Group to the Unicom Group	185,437	550,000
(2) Provision of data services by the Unicom Group to the Group	162,763	850,000
(3) Provision of systems integration services by the Group to the Unicom Group	420	450,000

**CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (CONTINUED)****2. Continuing Connected Transactions (continued)****B. FWD Group Holdings Limited and its subsidiaries (collectively, the “FWD Group”)**

The Company and HKT Trust and HKT jointly issued an announcement on 23 December 2022 in relation to, among other things, the renewal of certain existing continuing connected transaction agreements made between the Group and the FWD Group, with new annual caps for a term of three years ending 31 December 2025 for the provision and receipt of certain services and products by the Group to or from the FWD Group (the “FWD Transactions”). It is considered that provision of these services can be expected to generate additional revenue and operating profit for the relevant members of the Group providing the services, and to increase utilisation of their existing resources.

The FWD Group is indirectly majority owned and controlled by Li Tzar Kai, Richard who is a director of certain FWD Group companies and also a director of the Company. Accordingly, members of the FWD Group are associates of Li Tzar Kai, Richard and thus connected persons of the Company under Chapter 14A of the Listing Rules.

Set out below are the FWD Transactions during the year ended 31 December 2023 under the relevant agreements with a term not exceeding three years. The Company has complied with the applicable requirements under Chapter 14A of the Listing Rules with respect to the below FWD Transactions during the year.

Services provided by the Group to the FWD Group

**(1) Telecommunications and related services**

On 23 December 2022, Hong Kong Telecommunications (HKT) Limited (“HK Telecom”), an indirect non-wholly owned subsidiary of the Company, entered into a telecommunications and related services agreement with FWD Group Management Holdings Limited, a member of the FWD Group, pursuant to which HK Telecom has agreed to provide, or procure other members of the Group to provide, telecommunications and related services to the FWD Group. The relevant services are charged either at prevailing market rates for services of similar scope, scale, quality, reliability and service levels that would be charged for independent third party customers, as agreed by the relevant members of the Group and the FWD Group from time to time, or on cost-plus basis as agreed by the relevant members of the Group and the FWD Group from time to time.

**(2) Insurance and related services**

On 23 December 2022, HKT Financial Services (IA) Limited (“HKTIA”), an indirect non-wholly owned subsidiary of the Company, entered into an insurance and related services agreement with FWD Life Insurance Company (Bermuda) Limited (“FWD Life Insurance”), a member of the FWD Group, pursuant to which HKTIA has agreed to provide, or procure other members of the Group to provide, insurance and related services to the FWD Group. The relevant commission for such insurance agency services will be charged at such rates determined with reference to market rates charged by third party insurance agents for similar insurance products or services as agreed by the relevant members of the Group and the FWD Group; or where applicable, the relevant premiums to be received by the Group from the FWD Group will be determined based on prevailing market rates and actuarial review of the relevant members of the Group and the FWD Group.

**(3) Branding and marketing arrangements**

On 23 December 2022, each of PCCW Interactive Media Holdings Limited (“PCCW Interactive Media”, an indirect wholly-owned subsidiary of the Company) and now Productions Limited (“now Productions”, an indirect non-wholly owned subsidiary of the Company) entered into a branding and marketing arrangements framework agreement with FWD Life Insurance, pursuant to which PCCW Interactive Media and now Productions will provide or enter into, or procure other members of the Group to provide or enter into, branding and marketing arrangements to or with the FWD Group. The arrangements include, without limitation, group spokesperson opportunities and related marketing or branding campaigns and events.

## CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (CONTINUED)

### 2. Continuing Connected Transactions (continued)

#### B. FWD Group Holdings Limited and its subsidiaries (collectively, the “FWD Group”) (continued)

Services provided by the FWD Group to the Group

##### (4) FWD Insurance services and products

On 23 December 2022, each of PCCW Services Limited (a direct wholly-owned subsidiary of the Company) and HKT Services Limited (an indirect non-wholly owned subsidiary of the Company) entered into a FWD Insurance services and products agreement with FWD Life Insurance, pursuant to which FWD Life Insurance has agreed to provide, or procure other members of the FWD Group to provide, insurance and related services and products to the Group, which are expected to include, without limitation, insurance services and products of the FWD Group, which will be charged at such rates determined with reference to market rates for similar insurance services or products as agreed by members of the respective groups; and other insurance and related services and products as may be agreed to be provided by members of the respective groups from time to time.

The approximate aggregate value and the annual cap of each category of the FWD Transactions are set out below:

Agreement/Service description	Approximate aggregate values for the financial year ended 31 December 2023 HK\$'000	Annual caps for the FWD Group for the financial year ended 31 December 2023 HK\$'000
Services provided by the Group to the FWD Group		
(1) Telecommunications and related services	46,160	125,000
(2) Insurance and related services	51,740	100,000
(3) Branding and marketing arrangements	37,394	145,000
Services provided by the FWD Group to the Group		
(4) FWD Insurance services and products	251,435	400,000

#### C. Lenovo Group Limited (“Lenovo”) and its subsidiaries (collectively, the “Lenovo Group”)

Lenovo is a substantial shareholder of PCCW Network Services Limited (an indirect non-wholly owned subsidiary of the Company) and therefore a connected person of the Company at the subsidiary level under the Listing Rules. Accordingly, the transactions between certain members of the Lenovo Group and certain members of the Group constituted connected transactions of the Company under the Listing Rules.

As stated in the Company’s announcement dated 12 August 2022, the Group entered into various continuing connected transaction agreements with the Lenovo Group under a term not exceeding three years (the “Lenovo Transactions”). The entering into of the Lenovo Transactions will (i) strengthen the strategic partnership between the Group and Lenovo; (ii) promote the continuing growth and development of the businesses and operations of the information technology solutions business; and (iii) help to achieve business continuity and leverage efficiency while minimising any potential disruption to the continuing operations of the Group.

**CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (CONTINUED)****2. Continuing Connected Transactions (continued)****C. Lenovo Group Limited (“Lenovo”) and its subsidiaries (collectively, the “Lenovo Group”) (continued)**

Set out below are the Lenovo Transactions during the year ended 31 December 2023. The Company has complied with the applicable requirements under Chapter 14A of the Listing Rules with respect to the below Lenovo Transactions during the year.

Services provided by the Lenovo Group to the Group

**(a) Transitional services**

On 12 August 2022, PCCW Solutions Limited (“PCCW Solutions”, an indirect non-wholly owned subsidiary of the Company), PCCW (Beijing) Limited (“PCCW Beijing”, an indirect wholly-owned subsidiary of the Company) and Lenovo PCCW Solutions Limited (“Lenovo PCCW Solutions”, a subsidiary of Lenovo) entered into a transitional services agreement, pursuant to which Lenovo PCCW Solutions shall provide or procure the provision of the performance of certain retained customer contracts, and all the related work orders, purchaser orders and other similar customer requests by providing secondment and other support services to PCCW Solutions and PCCW Beijing. The service charges will be settled on a monthly basis, and shall be determined by the total number of working days in the relevant period and the monthly rate for each staff plus a margin of 5%.

**(b) HKT services and PCCW services**

On 12 August 2022, HK Telecom, PCCW Solutions and PCCW Digital Solutions Limited (“PCCW Digital Solutions”, a subsidiary of Lenovo) entered into a service agreement (the “HKT Service Agreement”) while PCCW Solutions Holdings Limited (“PCCW Solutions Holdings”, an indirect wholly-owned subsidiary of the Company) and PCCW Digital Solutions entered into another service agreement (the “PCCW Service Agreement”), respectively. PCCW Digital Solutions will provide to HK Telecom (under the HKT Service Agreement) and PCCW Solutions Holdings (under the PCCW Service Agreement):

**(i) various information technology services relating to:**

- (a) change management services;
- (b) cloud hosting services;
- (c) business recovery services;
- (d) help desk, incident management and problem management services;
- (e) security management services;
- (f) technical platform services;
- (g) application management services;
- (h) system development and enhancement services; and
- (i) relevant documentation, audit and compliance support, regulatory support and consultancy services; and

**(ii) materials (including hardware and software), reports, plans, models, documents and/or other materials developed or supplied by PCCW Digital Solutions, any of its subcontractors, vendors or agents; supplements, modifications, replacements, enhancements and other upgrades to the systems, hardware, platform, software, personnel skills, processes and methods for the provision of the above services under the agreement that are necessary to keep pace with technological advancements or improvements during the term of the agreement, as well as the business process and logistics services and such other services agreed from time to time.**

In addition, certain statements of work and purchase orders under a master service agreement dated 18 July 2019 between HK Telecom (as service recipient) and PCCW Solutions (as service provider) for the provision of the services described above have been novated to PCCW Digital Solutions (as service provider) under the HKT Service Agreement with effect from 12 August 2022.

Services are charged at market rate by reference to the average rate for third party customers. For business processing, order fulfillment and logistical services, fees will be charged based on the actual usage of the services, such as the number of applications and support servers installed and the number of support staff required during the construction process and maintenance period, as well as the current market price and adjusted by the Consumer Price Index annual growth factor forecast by Bloomberg.

## CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (CONTINUED)

### 2. Continuing Connected Transactions (continued)

#### C. Lenovo Group Limited (“Lenovo”) and its subsidiaries (collectively, the “Lenovo Group”) (continued)

The approximate aggregate value and the annual cap of each category of the Lenovo Transactions are set out below:

Agreement/Service description	Approximate aggregate values for the financial year ended 31 December 2023 HK\$'000	*Annual caps for the Lenovo Group for the financial year ended 31 December 2023 HK\$'000
Services provided by the Lenovo Group to the Group		
(1) Transitional services	594,110	600,600
(2) HKT services	733,692	1,622,400
(3) PCCW services	20,454	62,400

\* The annual caps disclosed in the announcement of the Company dated 12 August 2022 for (1) to (3) are US\$77 million, US\$208 million and US\$8 million respectively. The amounts were translated based on the exchange rate of US\$1 equivalent to HK\$7.8 for illustrative purpose.

#### D. Annual Review of Continuing Connected Transactions

The Company’s external auditor was engaged to report on the Unicom Transactions, the FWD Transactions and the Lenovo Transactions entered into by the Group for the year ended 31 December 2023 in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 (Revised) “Auditor’s Letter on Continuing Connected Transactions under the Hong Kong Listing Rules” issued by the Hong Kong Institute of Certified Public Accountants. The external auditor has issued their unqualified letter containing their findings and conclusions in respect of the Unicom Transactions, the FWD Transactions and the Lenovo Transactions in accordance with Rule 14A.56 of the Listing Rules.

The Board, including the independent non-executive directors of the Company, has reviewed and confirmed that the Unicom Transactions, the FWD Transactions and the Lenovo Transactions for the year ended 31 December 2023 were entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or better; and
- (iii) according to the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

## RELATED PARTY TRANSACTIONS

The significant related party transactions which were undertaken in the normal course of business are set out in note 6 to the consolidated financial statements. For those related party transactions that constituted connected transactions or continuing connected transactions (as the case may be) (other than those described in the section above headed “**Connected Transactions and Continuing Connected Transactions**”) under the Listing Rules, these transactions are exempt from reporting, annual review, announcement and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

## PUBLIC FLOAT

As at the date of this report, the Company has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the Company’s directors.

## AUDITOR

The consolidated financial statements for the financial year ended 31 December 2023 have been audited by PricewaterhouseCoopers who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company. A resolution for the re-appointment of PricewaterhouseCoopers as auditor of the Company is to be proposed at the forthcoming annual general meeting.

By order of the Board

**Cheung Hok Chee, Vanessa**

*Group General Counsel and Company Secretary*

Hong Kong, 23 February 2024

# INDEPENDENT AUDITOR'S REPORT



羅兵咸永道

## TO THE SHAREHOLDERS OF PCCW LIMITED

*(Incorporated in Hong Kong with limited liability)*

### Opinion

#### *What we have audited*

The consolidated financial statements of PCCW Limited (the “Company”) and its subsidiaries (the “Group”), which are set out on pages 99 to 224, comprise:

- the consolidated statement of financial position as at 31 December 2023;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

#### *Our opinion*

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

### Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Independence*

We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters identified in our audit are summarised as follows:

- Revenue recognition
- Impairment assessments for cash generating units (“CGUs”) containing goodwill
- Income taxes

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Revenue recognition</b> <i>Refer to notes 7 and 8 to the consolidated financial statements</i></p> <p>The Group recognised revenue of HK\$36,347 million for the year ended 31 December 2023, including external revenue from HKT Limited (“HKT”), Media Business and Other Businesses of HK\$32,740 million, HK\$2,840 million and HK\$767 million, respectively.</p> <p>The Group enters into bundled sale contracts with customers in which, apart from the provision of telecommunications, media and solutions services, the Group has certain other performance obligations to customers such as the delivery of handsets, equipment and gifts.</p> <p>Revenue recognition is subject to high degree of estimation uncertainty and significant inherent risk. Significant management’s judgements were needed to appropriately identify the number of performance obligations included in the multiple-element arrangements, to estimate the stand-alone selling price of each performance obligation, and to allocate the total transaction prices from customers to each performance obligation of multiple-element arrangements based on its relative stand-alone selling price.</p> <p>Significant effort was spent auditing the revenue recognised by HKT and Media Business due to the large volume of transactions, the complexity of the systems used, the significant judgements involved in the identification of performance obligations and the estimation of the stand-alone selling price of each performance obligation to allocate the total transaction prices to multiple-element arrangements.</p> <p>Revenue of solution services in Other Businesses is recognised over time using the input method based on the percentage of completion of the related contracts. The measurement of the revenue amount generated in each period, including estimates of the contract costs incurred to date and the total estimated contract costs, required individual consideration and significant management’s judgement.</p>	<p>Our procedures in relation to the judgements and estimates used in the recognition of revenue included:</p> <ul style="list-style-type: none"> <li>• Obtaining an understanding of and evaluating the internal controls, and validating key controls in place on revenue recognition and assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty and the judgement involved in determining assumptions to be applied;</li> <li>• Assessing the appropriateness of management’s assessments on the identification of performance obligations based on the contractual agreements and our knowledge of the business;</li> <li>• Assessing the reasonableness of management’s judgements and estimates used to determine the stand-alone selling price of each performance obligation and to allocate revenue to multiple-element arrangements with reference to observable market data;</li> <li>• Testing, on a sample basis, the revenue transactions by tracing the transactions from the billing systems to supporting documents, such as underlying invoices, contractual agreements and evidence of cash receipts;</li> <li>• Testing, on a sample basis, the calculation and allocation of total transaction prices to each performance obligation of multiple-element arrangements;</li> <li>• For revenue recognised over time, testing, on a sample basis, the amount of revenue recognised with regard to contract costs incurred to date and the total estimated contract costs, which were assessed for reasonableness with reference to supporting evidence; and</li> <li>• Assessing the adequacy of the disclosures related to revenue recognition in the context of HKFRSs disclosure requirements.</li> </ul> <p>Based on the procedures performed, we considered that the judgements and estimates used in the recognition of revenue are supported by the available evidence.</p>

PricewaterhouseCoopers, 22/F, Prince’s Building, Central, Hong Kong



## Key Audit Matters (continued)

### Key Audit Matter

### How our audit addressed the Key Audit Matter

#### **Impairment assessments for CGUs containing goodwill**

Refer to note 19 to the consolidated financial statements

As at 31 December 2023, the Group had goodwill amounting to HK\$17,976 million.

Goodwill was allocated to CGUs, and the recoverable amount of each CGU was determined by management based on value-in-use calculation using cash flow projections which is subject to high degree of estimation uncertainty and significant inherent risk. In carrying out the impairment assessments, significant management's judgements were used to appropriately identify CGUs and to determine the key assumptions, including average revenue growth rates, average EBITDA growth rates, terminal growth rates and discount rates used in the value-in-use calculations. Management has concluded that there is no impairment in respect of the goodwill in the current year.

Our procedures in relation to the judgements and estimates used in the impairment assessments included:

- Obtaining an understanding of the management's control procedures of the impairment assessments and assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty and the judgement involved in determining assumptions to be applied;
- Assessing the reasonableness of management's identification of CGUs based on the Group's accounting policies and our understanding of the Group's businesses;
- Involving our internal expert in assessing the value-in-use calculation methodology in accordance with Hong Kong Accounting Standard 36 *Impairment of Assets*;
- Assessing the reasonableness of the key assumptions, including average revenue growth rates, average EBITDA growth rates, terminal growth rates and discount rates, based on our knowledge of the business and the observable market data of the industry and with the involvement of our internal expert, where applicable;
- Comparing the data in the cash flow projections to the relevant CGUs' historical performance, financial budgets and forecasts;
- Performing sensitivity analyses on the key assumptions to which the recoverable amounts are the most sensitive; and
- Assessing the adequacy of the disclosures related to the impairment assessments in the context of HKFRSs disclosure requirements.

Based on the procedures performed, we considered that the judgements and key assumptions used in the impairment assessments are supported by the available evidence.

**Key Audit Matters** (continued)

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Income taxes</b>  Refer to notes 13 and 36 to the consolidated financial statements</p> <p>The Group operates across several jurisdictions and is subject to Hong Kong and overseas taxes. From time to time, there are queries raised by relevant tax authorities in respect of the tax treatments of certain matters. Significant judgements were used to estimate the outcome of these matters and the appropriate amount of current income tax liabilities. These estimations are subject to high degree of estimation uncertainty and significant inherent risk.</p> <p>The Group recognised deferred income tax assets of HK\$1,957 million related to available tax losses as at 31 December 2023. In assessing the amount of deferred income tax assets to be recognised, the Group has considered future taxable profits and business plans.</p>	<p>Our procedures in relation to the judgements and estimates used in the recognition of current income tax liabilities and deferred income tax assets included:</p> <ul style="list-style-type: none"> <li>• Understanding management's internal controls and processes for the recognition of current income tax liabilities and deferred income tax assets and assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty and the judgement involved in determining assumptions to be applied;</li> <li>• Enquiring with management and assessing management's basis used to compute the current income tax liabilities and the estimated outcome of queries raised by relevant tax authorities;</li> <li>• Assessing the appropriateness of the current income tax computation for the current year, according to the tax rules in the respective jurisdictions;</li> <li>• Validating, on a sample basis, available tax losses, including the respective expiry periods to tax returns and tax correspondence of the relevant subsidiaries;</li> <li>• Assessing the reasonableness of the recognition of deferred income tax assets and the future taxable profits by comparing the data in the future taxable profits projections to the historical performance and considering the reasonableness of the key assumptions, including revenue growth rates and EBITDA growth rates, based on our knowledge of the business and the observable market data of the industry, where applicable; and</li> <li>• Assessing the adequacy of the disclosures related to the recognition of current income tax liabilities and deferred income tax assets in the context of HKFRSs disclosure requirements.</li> </ul> <p>Based on the procedures performed, we considered that the judgements and assumptions used in the recognition of current income tax liabilities and deferred income tax assets are supported by the available evidence.</p>

## Other Information

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the PCCW Limited 2023 annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Directors and the Audit Committee for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 405 of the Hong Kong Companies Ordinance and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements** *(continued)*

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Ng Ka Ho.

**PricewaterhouseCoopers**

*Certified Public Accountants*

Hong Kong, 23 February 2024

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*PricewaterhouseCoopers, 22/F, Prince's Building, Central, Hong Kong*

# CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2023

In HK\$ million (except for earnings/(loss) per share)	Note(s)	2022	2023
<b>Continuing operations</b>			
Revenue	7, 8	36,065	<b>36,347</b>
Cost of sales	10(b)	(17,914)	<b>(18,116)</b>
General and administrative expenses	10(c)	(13,498)	<b>(13,265)</b>
Other (losses)/gains, net	9	(51)	<b>281</b>
Interest income		101	<b>165</b>
Finance costs	11	(1,826)	<b>(2,661)</b>
Share of results of associates		(260)	<b>(236)</b>
Share of results of joint ventures		(18)	<b>(16)</b>
Profit before income tax	7, 10	2,599	<b>2,499</b>
Income tax	13	(672)	<b>(409)</b>
Profit for the year from continuing operations		1,927	<b>2,090</b>
<b>Discontinued operations</b>			
Profit for the year from discontinued operations	5	834	–
<b>Profit for the year</b>		<b>2,761</b>	<b>2,090</b>
Profit/(Loss) attributable to:			
Equity holders of the Company		158	<b>(471)</b>
Holdings of perpetual capital securities		235	<b>235</b>
Non-controlling interests		2,368	<b>2,326</b>
<b>Profit for the year</b>		<b>2,761</b>	<b>2,090</b>
Profit/(Loss) attributable to equity holders of the Company arising from:			
Continuing operations		(676)	<b>(471)</b>
Discontinued operations		834	–
		158	<b>(471)</b>
Earnings/(Loss) per share			
Basic earnings/(loss) per share arising from:	15		
Continuing operations		(8.75) cents	<b>(6.10) cents</b>
Discontinued operations		10.80 cents	–
		2.05 cents	<b>(6.10) cents</b>
Diluted earnings/(loss) per share arising from:			
Continuing operations		(8.75) cents	<b>(6.10) cents</b>
Discontinued operations		10.79 cents	–
		2.04 cents	<b>(6.10) cents</b>

The notes on pages 108 to 224 form part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2023

In HK\$ million	2022	2023
Profit for the year	2,761	<b>2,090</b>
Other comprehensive (loss)/income		
Items that will not be reclassified subsequently to consolidated income statement:		
Remeasurements of defined benefit retirement schemes obligations	22	<b>(44)</b>
Changes in the fair value of financial assets at fair value through other comprehensive income	(60)	<b>(215)</b>
	(38)	<b>(259)</b>
Items that have been reclassified or may be reclassified subsequently to consolidated income statement:		
Translation exchange differences:		
– exchange differences on translating foreign operations of subsidiaries	(87)	<b>32</b>
– exchange differences on translating foreign operations of associates and joint ventures	(271)	<b>(24)</b>
– reclassification of currency translation reserve on deconsolidation of subsidiaries	33	–
– reclassification of currency translation reserve on partial disposal of interests in an associate	(33)	–
Cash flow hedges:		
– effective portion of changes in fair value	(45)	<b>(179)</b>
– transfer from equity to consolidated income statement	101	<b>(147)</b>
Costs of hedging	(111)	<b>(41)</b>
	(413)	<b>(359)</b>
Other comprehensive loss for the year	(451)	<b>(618)</b>
Total comprehensive income for the year	2,310	<b>1,472</b>
Attributable to:		
Equity holders of the Company	(229)	<b>(919)</b>
Holders of perpetual capital securities	235	<b>235</b>
Non-controlling interests	2,304	<b>2,156</b>
Total comprehensive income for the year	2,310	<b>1,472</b>
Total comprehensive (loss)/income for the year attributable to equity holders of the Company arising from:		
Continuing operations	(1,083)	<b>(919)</b>
Discontinued operations	854	–
	(229)	<b>(919)</b>

The notes on pages 108 to 224 form part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2023

In HK\$ million	Note	Attributable to equity holders of the Company	2022		Total equity
			Perpetual capital securities	Non-controlling interests	
As at 1 January 2022		8,477	5,886	1,119	15,482
Total comprehensive income/(loss) for the year					
Profit for the year		158	235	2,368	2,761
Other comprehensive (loss)/income					
Items that will not be reclassified subsequently to consolidated income statement:					
Remeasurements of defined benefit retirement schemes obligations	33(a)	22	–	–	22
Changes in the fair value of financial assets at fair value through other comprehensive income		(60)	–	–	(60)
Items that have been reclassified or may be reclassified subsequently to consolidated income statement:					
Translation exchange differences:					
– exchange differences on translating foreign operations of subsidiaries		(51)	–	(36)	(87)
– exchange differences on translating foreign operations of associates and joint ventures		(269)	–	(2)	(271)
– reclassification of currency translation reserve on deconsolidation of subsidiaries	5	33	–	–	33
– reclassification of currency translation reserve on partial disposal of interests in an associate		(33)	–	–	(33)
Cash flow hedges:					
– effective portion of changes in fair value	30(c)	(23)	–	(22)	(45)
– transfer from equity to consolidated income statement	30(c)	51	–	50	101
Costs of hedging	30(c)	(57)	–	(54)	(111)
Other comprehensive loss		(387)	–	(64)	(451)
Total comprehensive income/(loss) for the year		(229)	235	2,304	2,310
Transactions with equity holders					
Issue of shares of PCCW Limited (“PCCW Shares”) under share award scheme	31(a)	–*	–	–	–
Purchases/Subscription of PCCW Shares under share award schemes		(10)	–	(2)	(12)
Purchases/Subscription of share stapled units of HKT Trust and HKT Limited (“Share Stapled Units”) under share award schemes		(12)	–	(2)	(14)
Purchases of Share Stapled Units	44(b)	(263)	–	5	(258)
Employee share-based compensation	34(b)	38	–	14	52
Distributions/Dividends for PCCW Shares and Share Stapled Units granted under share award schemes		(4)	–	–	(4)
Dividend paid in respect of the previous year	14	(2,139)	–	–	(2,139)
Dividend declared and paid in respect of the current year	14	(738)	–	–	(738)
Distributions/Dividends declared and paid to non-controlling shareholders of subsidiaries		–	–	(2,688)	(2,688)
Distributions paid to holders of perpetual capital securities		–	(235)	–	(235)
Total contributions by and distributions to equity holders		(3,128)	(235)	(2,673)	(6,036)
Change in interests in subsidiaries that does not result in a loss of control	44(a)	159	–	575	734
Accretion on put option to the non-controlling shareholder of an indirect non-wholly owned subsidiary that does not result in a loss of control	28(g)(ii)	(10)	–	–	(10)
Expiry of put option to the non-controlling shareholder of an indirect non-wholly owned subsidiary	28(g)(ii)	285	–	–	285
Total transactions with equity holders		(2,694)	(235)	(2,098)	(5,027)
As at 31 December 2022		5,554	5,886	1,325	12,765

\* Amount of HK\$100,000

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)**

For the year ended 31 December 2023

In HK\$ million

	Note	2023			Total equity
		Attributable to equity holders of the Company	Perpetual capital securities	Non-controlling interests	
As at 1 January 2023		5,554	5,886	1,325	12,765
Total comprehensive income/(loss) for the year					
Profit for the year		(471)	235	2,326	2,090
Other comprehensive (loss)/income					
Items that will not be reclassified subsequently to consolidated income statement:					
Remeasurements of defined benefit retirement schemes obligations	33(a)	(44)	–	–	(44)
Changes in the fair value of financial assets at fair value through other comprehensive income		(207)	–	(8)	(215)
Items that have been reclassified or may be reclassified subsequently to consolidated income statement:					
Translation exchange differences:					
– exchange differences on translating foreign operations of subsidiaries		19	–	13	32
– exchange differences on translating foreign operations of associates and joint ventures		(24)	–	–	(24)
Cash flow hedges:					
– effective portion of changes in fair value	30(c)	(94)	–	(85)	(179)
– transfer from equity to consolidated income statement	30(c)	(77)	–	(70)	(147)
Costs of hedging	30(c)	(21)	–	(20)	(41)
Other comprehensive loss		(448)	–	(170)	(618)
Total comprehensive income/(loss) for the year		(919)	235	2,156	1,472
Transactions with equity holders					
Purchases of PCCW Shares under share award schemes		(10)	–	(2)	(12)
Purchases of Share Stapled Units under share award schemes		(10)	–	(2)	(12)
Purchases of Share Stapled Units	44(b)	(140)	–	7	(133)
Employee share-based compensation	34(b)	34	–	12	46
Distributions/Dividends for PCCW Shares and Share Stapled Units granted under share award schemes		(5)	–	–	(5)
Dividend paid in respect of the previous year	14	(2,201)	–	–	(2,201)
Dividend declared and paid in respect of the current year	14	(755)	–	–	(755)
Distributions/Dividends declared and paid to non-controlling shareholders of subsidiaries		–	–	(2,728)	(2,728)
Distributions paid to holders of perpetual capital securities		–	(235)	–	(235)
Total contributions by and distributions to equity holders		(3,087)	(235)	(2,713)	(6,035)
Change in interests in subsidiaries that does not result in a loss of control	44(c)	933	–	566	1,499
Total transactions with equity holders		(2,154)	(235)	(2,147)	(4,536)
As at 31 December 2023		2,481	5,886	1,334	9,701

The notes on pages 108 to 224 form part of these consolidated financial statements.



# CONSOLIDATED AND COMPANY STATEMENTS OF FINANCIAL POSITION

As at 31 December 2023

In HK\$ million

	Note*	The Group		(Additional information) The Company	
		2022	2023	2022	2023
<b>ASSETS AND LIABILITIES</b>					
<b>Non-current assets</b>					
Property, plant and equipment	16	26,832	<b>27,787</b>	–	–
Right-of-use assets	17	2,040	<b>2,074</b>	–	–
Interests in leasehold land	18	308	<b>291</b>	–	–
Goodwill	19	17,971	<b>17,976</b>	–	–
Intangible assets	20	18,341	<b>20,286</b>	–	–
Fulfilment costs		1,658	<b>1,925</b>	–	–
Customer acquisition costs		864	<b>912</b>	–	–
Contract assets		285	<b>324</b>	–	–
Interests in subsidiaries		–	–	35,789	<b>36,770</b>
Interests in associates	22	2,506	<b>2,281</b>	–	–
Interests in joint ventures	23	327	<b>301</b>	–	–
Financial assets at fair value through other comprehensive income	24	701	<b>219</b>	–	–
Financial assets at fair value through profit or loss	25	2,804	<b>3,050</b>	–	–
Other financial assets	26	1,596	<b>1,369</b>	–	–
Derivative financial instruments	30	27	<b>29</b>	–	–
Deferred income tax assets	36	985	<b>913</b>	–	–
Other non-current assets	27	773	<b>615</b>	–	–
		78,018	<b>80,352</b>	35,789	<b>36,770</b>
<b>Current assets</b>					
Amounts due from subsidiaries		–	–	7,356	<b>7,741</b>
Inventories	28(c)	2,065	<b>1,608</b>	–	–
Prepayments, deposits and other current assets	28(b)	3,835	<b>4,020</b>	38	<b>39</b>
Contract assets		2,235	<b>1,504</b>	–	–
Trade receivables, net	28(d)	4,602	<b>4,135</b>	–	–
Amounts due from related companies	6(e)	751	<b>25</b>	–	–
Derivative financial instruments	30	58	–	–	–
Tax recoverable		–	<b>2</b>	–	–
Restricted cash	28(a)	375	<b>211</b>	–	–
Short-term deposits		116	<b>79</b>	–	–
Cash and cash equivalents	38(c)	3,009	<b>2,627</b>	531	<b>431</b>
		17,046	<b>14,211</b>	7,925	<b>8,211</b>

CONSOLIDATED AND COMPANY STATEMENTS OF FINANCIAL POSITION (CONTINUED)

As at 31 December 2023

In HK\$ million

	Note*	The Group		(Additional information) The Company	
		2022	2023	2022	2023
<b>Current liabilities</b>					
Short-term borrowings	28(e)	(3,950)	<b>(1,049)</b>	–	–
Trade payables	28(f)	(6,074)	<b>(6,297)</b>	–	–
Accruals and other payables		(8,660)	<b>(7,917)</b>	(18)	<b>(25)</b>
Derivative financial instruments	30	(98)	<b>(151)</b>	–	–
Carrier licence fee liabilities	37	(331)	<b>(338)</b>	–	–
Amounts due to related companies	6(e)	(54)	<b>(118)</b>	–	–
Advances from customers		(286)	<b>(279)</b>	–	–
Contract liabilities		(1,606)	<b>(1,659)</b>	–	–
Lease liabilities		(1,130)	<b>(1,107)</b>	–	–
Current income tax liabilities		(2,185)	<b>(1,853)</b>	(4)	<b>(3)</b>
		(24,374)	<b>(20,768)</b>	(22)	<b>(28)</b>
<b>Non-current liabilities</b>					
Long-term borrowings	29	(45,571)	<b>(50,997)</b>	(4,907)	<b>(6,701)</b>
Amounts due to subsidiaries		–	–	(6,956)	<b>(7,023)</b>
Derivative financial instruments	30	(241)	<b>(635)</b>	(4)	<b>(5)</b>
Deferred income tax liabilities	36	(4,585)	<b>(4,889)</b>	–	–
Defined benefit retirement schemes liability	33(a)	(69)	<b>(95)</b>	–	–
Carrier licence fee liabilities	37	(3,340)	<b>(3,086)</b>	–	–
Contract liabilities		(1,031)	<b>(980)</b>	–	–
Lease liabilities		(994)	<b>(1,036)</b>	–	–
Other long-term liabilities		(2,094)	<b>(2,376)</b>	–	–
		(57,925)	<b>(64,094)</b>	(11,867)	<b>(13,729)</b>
<b>Net assets</b>		12,765	<b>9,701</b>	31,825	<b>31,224</b>

In HK\$ million	Note*	The Group		(Additional information)	
		2022	2023	The Company 2022	2023
<b>CAPITAL AND RESERVES</b>					
Share capital	31	12,954	<b>12,954</b>	12,954	<b>12,954</b>
Reserves	35	(7,400)	<b>(10,473)</b>	18,871	<b>18,270</b>
<b>Equity attributable to equity holders of the Company</b>		5,554	<b>2,481</b>	31,825	<b>31,224</b>
<b>Perpetual capital securities</b>	32	5,886	<b>5,886</b>	–	–
<b>Non-controlling interests</b>		1,325	<b>1,334</b>	–	–
<b>Total equity</b>		12,765	<b>9,701</b>	31,825	<b>31,224</b>

The consolidated financial statements were approved and authorised for issue by the board of directors of the Company (the “Board”) on 23 February 2024 and signed on behalf of the Board by

**Li Tzar Kai, Richard**  
*Director*

**Hui Hon Hing, Susanna**  
*Director*

\* The notes referenced above pertain solely to the consolidated statement of financial position. The above Company statement of financial position as at 31 December 2022 and 2023 is presented only as additional information to these consolidated financial statements. The Company statement of financial position as at 31 December 2023 as presented in note 4 was approved and signed by the directors.

The notes on pages 108 to 224 form part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2023

In HK\$ million	Note	2022	2023
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>	38(a)	10,339	<b>13,346</b>
<b>INVESTING ACTIVITIES</b>			
Purchases of property, plant and equipment		(2,332)	<b>(2,187)</b>
Proceeds from disposals of property, plant and equipment		4	<b>2</b>
Additions of intangible assets		(4,574)	<b>(5,836)</b>
Net inflow of cash and cash equivalents from deconsolidation of subsidiaries in current and prior years		2,041	–
Investment in a joint venture		–	<b>(30)</b>
Investments in associates		(253)	<b>(306)</b>
Loans to an associate		(100)	–
Loans to a joint venture		(46)	<b>(63)</b>
Purchases of financial assets at fair value through profit or loss		(1,460)	<b>(195)</b>
Purchases of other financial assets		(254)	<b>(37)</b>
Proceeds from disposal of financial assets at fair value through profit or loss		35	<b>176</b>
Proceeds from disposal of financial assets at fair value through other comprehensive income		–	<b>566</b>
Proceeds from disposal of other financial assets		–	<b>391</b>
Proceeds from partial disposal of interests in an associate		567	–
Dividends received from financial assets at fair value through profit or loss		2	<b>20</b>
Dividends received from financial assets at fair value through other comprehensive income		7	–
Decrease in short-term deposits with maturity more than three months		356	<b>37</b>
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>(6,007)</b>	<b>(7,462)</b>

In HK\$ million	Note	2022	2023
<b>FINANCING ACTIVITIES</b>			
New borrowings raised	38(b)	33,243	<b>33,972</b>
Finance costs paid	38(b)	(1,023)	<b>(1,989)</b>
Repayments of borrowings	38(b)	(30,329)	<b>(32,209)</b>
Proceeds from partial disposal of interests in a subsidiary that does not result in a loss of control	44	734	<b>1,499</b>
Movement in amount due to a related company	38(b)	(7)	<b>29</b>
Payment for repurchase of preference shares of a subsidiary	28(g)(i)	(863)	<b>–</b>
Purchases of Share Stapled Units	44(b)	(258)	<b>(133)</b>
Payment for lease liabilities (including interest)	38(b)	(1,526)	<b>(1,518)</b>
Dividends paid to shareholders of the Company		(2,877)	<b>(2,956)</b>
Distributions/Dividends paid to non-controlling shareholders of subsidiaries		(2,688)	<b>(2,728)</b>
Distributions paid to holders of perpetual capital securities		(235)	<b>(235)</b>
<b>NET CASH USED IN FINANCING ACTIVITIES</b>		(5,829)	<b>(6,268)</b>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>		(1,497)	<b>(384)</b>
Exchange differences		(58)	<b>2</b>
<b>CASH AND CASH EQUIVALENTS</b>			
Beginning of year		4,564	<b>3,009</b>
End of year	38(c)	3,009	<b>2,627</b>

The notes on pages 108 to 224 form part of these consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2023

(Amount expressed in Hong Kong dollars unless otherwise stated)

## 1 GENERAL INFORMATION

PCCW Limited (“PCCW” or the “Company”) was incorporated in the Hong Kong Special Administrative Region (“Hong Kong”) and its securities have been listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 18 October 1994. The address of its registered office is 41st Floor, PCCW Tower, Taikoo Place, 979 King’s Road, Quarry Bay, Hong Kong. The principal activity of the Company is investment holding, and the principal activities of the Company and its subsidiaries (together the “Group”) are the provision of technology and telecommunications and related services including enterprise solutions, consumer mobile, total home solutions, healthtech services, media entertainment, and other new businesses such as loyalty platform and financial services in Hong Kong, the Asia Pacific region, and other parts of the world; and investments in, and development of, systems integration, network engineering, and information technology-related businesses. Through HK Television Entertainment Company Limited, PCCW also operates a domestic free television service in Hong Kong. The Group also has an interest in the development and management of premium-grade property and infrastructure projects as well as premium-grade property investments through its interest in Pacific Century Premium Developments Limited (“PCPD”).

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES

### a. Statement of compliance

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards, which is a collective term for all individual Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance (Cap. 622). A summary of the material accounting policies adopted by the Group is set out below.

### b. Basis of preparation of the financial statements

The following amended Hong Kong Financial Reporting Standards are adopted for the financial year beginning 1 January 2023, but have no material effect on the Group’s reported results and financial position for the current and prior accounting periods.

- HKAS 1 (Revised) (Amendments), *Presentation of Financial Statements*
- HKAS 8 (Amendments), *Accounting Policies, Changes in Accounting Estimates and Errors*
- HKAS 12 (Amendments), *Income Taxes*
- HKFRS 17 and HKFRS 17 (Amendments), *Insurance Contracts*

The amendments to HKAS 12 require disclosure about income tax arising from Pillar Two model rules (“Pillar Two Income Taxes”) published by the Organisation for Economic Co-operation and Development (“OECD”), see note 13(c).

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### b. Basis of preparation of the financial statements (continued)

The Group has not early adopted any new or amended Hong Kong Financial Reporting Standards that are not yet effective for the current accounting period, details of which are set out in note 45.

The consolidated financial statements for the year ended 31 December 2023 comprise the financial statements of the Group, and the Group's interests in associates and joint ventures.

The consolidated statements of financial position for the years ended 31 December 2022 and 2023 include additional information about the Company statement of financial position. The Company statement of financial position as at 31 December 2023 presented in note 4, which was prepared in accordance with the requirements of Part 1 "Accounting Disclosures" of Schedule 4 to the Hong Kong Companies Ordinance (Cap. 622), was approved and signed by the directors.

The measurement basis used in the preparation of the financial statements is the historical cost basis, except that the following assets and liabilities are stated at fair value as explained in the accounting policies set out below:

- financial assets at fair value through profit or loss (see note 2(m));
- financial assets at fair value through other comprehensive income (see note 2(m));
- derivative financial instruments (see note 2(o)); and
- defined benefit retirement schemes liability (see note 2(ac)(ii)).

As at 31 December 2023, the current liabilities of the Group exceeded its current assets by HK\$6,557 million. Included in the current liabilities were (i) short-term borrowings of HK\$1,049 million, which represented borrowings with maturity dates fall due within the next 12-month period and the Group has arrangements to refinance this balance via long-term borrowings; and (ii) current portion of contract liabilities of HK\$1,659 million recognised for which no direct cash settlement is required but will gradually reduce over the contract terms through the satisfaction of performance obligations. Also, considering the Group's ability to generate net operating cash inflows and raise additional debt financing, and the undrawn banking facilities totalling HK\$20,488 million as at 31 December 2023, management considers the Group is able to meet its liabilities as and when they fall due within the next 12-month period. Accordingly, these consolidated financial statements have been prepared on a going concern basis.

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### b. Basis of preparation of the financial statements (continued)

The preparation of financial statements in conformity with Hong Kong Financial Reporting Standards requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of judgements about the carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of Hong Kong Financial Reporting Standards that have significant effect on the consolidated financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 3.

### c. Subsidiaries and non-controlling interests

Subsidiaries are entities (including structured entities) controlled by the Group. Control exists when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

An interest in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases.

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the aggregate fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of exchange. The consideration transferred includes the fair value of any asset, liability or equity resulting from a contingent consideration arrangement. A subsequent change to the fair value of the contingent consideration that is deemed to be an asset or a liability is recognised in accordance with HKFRS 9 (2014) *Financial Instruments* in the consolidated income statement. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. All other components of non-controlling interests are measured at their acquisition-date fair value, unless another measurement basis is required by Hong Kong Financial Reporting Standards.



## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### c. Subsidiaries and non-controlling interests (continued)

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill (see note 2(h)). If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement. Where businesses are acquired and fair values of the net assets of the acquired business are finalised within 12 months of the acquisition date, all fair value adjustments are recorded with effect from the date of acquisition and consequently may result in the restatement of previously reported financial results.

If the business combination is achieved in stages, the acquisition-date carrying amount of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date; any gains or losses arising from such remeasurement are recognised in the consolidated income statement.

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity holders of the Group. The difference between the fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in the consolidated income statement. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint arrangement or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the consolidated income statement.

For subsidiaries which have accounting year ends different from the Group, the subsidiaries prepare, for the purpose of consolidation, financial statements up to and as at the same date as the Group.

Adjustments are made to the financial statements of subsidiaries when necessary to align their accounting policies to ensure consistency with policies adopted by the Group.

Intra-group balances and transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised profits.

In the Company's statement of financial position, interests in subsidiaries are stated at cost less impairment losses. Cost includes direct attributable costs of investment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### d. Associates

An associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights.

Investments in associates are accounted for in the consolidated financial statements using the equity method and are initially recorded at cost. The Group's interests in associates include goodwill identified on acquisition, net of any accumulated impairment loss and adjust thereafter for the post-acquisition changes in the Group's share of the associates' net assets. The consolidated income statement includes the Group's share of post-acquisition, post-tax results of the associates and any impairment losses for the year. The consolidated statement of comprehensive income includes the Group's share of the post-acquisition, post-tax items of the associates' other comprehensive income.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. For this purpose, the Group's interest in the associate is the carrying amount of the investment using the equity method together with the Group's long-term interests that in substance form part of the Group's net interest in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in the consolidated income statement.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to the consolidated income statement where appropriate.

Adjustments are made to the financial statements of associates when necessary to align their accounting policies to ensure consistency with policies adopted by the Group.

When an investment in an associate is held by, or is held indirectly through, an entity that is a venture capital organisation, or a mutual fund and similar entities, such investment is measured at fair value through profit or loss in the Group's consolidated statement of financial position.

### e. Joint arrangements

The Group applies HKFRS 11 *Joint Arrangements* to all joint arrangements. Under HKFRS 11, joint arrangements are classified as either joint ventures or joint operations depending on the contractual rights and obligations of each investor.

The Group classifies joint arrangements as joint ventures when the Group has rights to the net assets of the joint arrangement.

Investments in joint ventures are accounted for in the consolidated financial statements using the equity method, as described in note 2(d).

Adjustments are made to the financial statements of joint ventures when necessary to align their accounting policies to ensure consistency with policies adopted by the Group.

The Group classifies joint arrangements as joint operations when the Group has rights to the individual assets, and obligations for the individual liabilities, relating to the arrangement.

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### e. Joint arrangements (continued)

The Group recognises the following in relation to its interest in a joint operation:

- i. its assets, including its share of any assets held jointly;
- ii. its liabilities, including its share of any liabilities incurred jointly;
- iii. its revenue from the sale of its share of the output arising from the joint operation;
- iv. its share of the revenue from the sale of the output by the joint operation; and
- v. its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenue and expenses relating to its interest in a joint operation in accordance with the Hong Kong Financial Reporting Standards applicable to the particular assets, liabilities, revenue and expenses.

### f. Property, plant and equipment

The following items of property, plant and equipment are stated in the consolidated statement of financial position at cost less accumulated depreciation and impairment losses (see note 2(n)(ii)):

- buildings held for own use which are situated on leasehold/freehold land, where the fair value of the building could be measured separately from the fair value of the leasehold/freehold land at the inception of the lease (see note 2(g)); and
- other items of plant and equipment.

The cost of an item of property, plant and equipment comprises (i) its purchase price, (ii) any directly attributable costs of bringing the asset to its working condition and location for its intended use, and (iii) the initial estimate at the time of installation and during the period of use, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located.

Subsequent costs are included in the carrying amount of an item of property, plant and equipment or recognised as a separate item of property, plant and equipment, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other costs, such as repairs and maintenance and overhaul costs, are recognised in the consolidated income statement as an expense in the period in which they are incurred.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in the consolidated income statement on the date of retirement or disposal.

Freehold land and projects under construction are not depreciated. Depreciation on other property, plant and equipment is calculated to write off the cost of items of property, plant and equipment, less their expected residual value, if any, using the straight-line method over their estimated useful lives as follows:

Land and buildings	Over the shorter of the unexpired term of land lease and the estimated useful life
Exchange equipment	5 to 25 years
Transmission plant	5 to 50 years
Other plant and equipment	1 to 20 years

The assets' useful lives and residual values, if any, are reviewed, and adjusted if appropriate, at the end of each reporting period.

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### g. Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Such determination is made on an evaluation of the substance of the arrangement, regardless of whether the arrangements take the legal form of a lease.

### i. Assets leased to the Group

Leases are initially recognised as a right-of-use asset/interest in leasehold land and corresponding liability, where applicable, at the date of which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the consolidated income statement over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The right-of-use asset is depreciated on a straight-line basis over the shorter of the asset's useful life and the lease term. Interest in leasehold land is amortised on a straight-line basis over the lease term.

The Group has elected the practical expedient not to separate lease and non-lease components of certain class of underlying assets and account for whole as a single lease component in the measurement of lease liabilities and right-of-use assets.

Assets leased to the Group and the corresponding liabilities are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate; and
- payments of penalties for terminating the lease, if the lease term reflects the Group, as a lessee, exercising an option to terminate the lease.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the incremental borrowing rate of respective entities. Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liabilities;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in the consolidated income statement. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise equipment and small items of office furniture.

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### g. Leased assets (continued)

#### ii. Assets leased out by the Group

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset.

Where the Group leases out assets under operating leases, the assets are included in the consolidated statement of financial position according to their nature and, where applicable, are depreciated in accordance with the Group's depreciation policies. Impairment losses are accounted for in accordance with the accounting policy as set out in note 2(n)(ii). Revenue arising from operating leases is recognised in the consolidated income statement in equal instalments over the accounting periods covered by the lease term. Lease incentives granted are recognised in the consolidated income statement as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

### h. Goodwill

Goodwill represents the excess of the cost of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities at the date of acquisition.

Goodwill is stated in the consolidated statement of financial position at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units ("CGUs") and is tested at least annually for impairment (see note 2(n)(ii)). In respect of associates and joint ventures, the carrying amount of goodwill is included in the carrying amount of the interests in associates and joint ventures.

On disposal of a CGU or part of a CGU, an associate or a joint venture during the year, any attributable amount of purchased goodwill is included in the calculation of the gain or loss on disposal.

### i. Intangible assets (other than goodwill)

#### i. Carrier licences

Carrier licences to establish and maintain the telecommunications network and to provide telecommunications services are recorded as intangible assets. Upon the issuance of the licence, the cost thereof, which is the discounted value of the minimum annual fees payable over the period of the licence and directly attributable costs of preparing the asset for its intended use, is recorded as an intangible asset together with the related obligations. Where the Group has the right to return a licence and expects to do so, the asset and the related obligation recorded reflect the expected period that the licence will be held. Amortisation is provided on a straight-line basis over the estimated useful life of the licence, commencing from the date of launch of the relevant telecommunications services.

The difference between the discounted value of the minimum annual fees and the total minimum annual fee payments represents the effective cost of financing. Such finance cost will be charged to the consolidated income statement in the period in which it is incurred using the effective interest method.

Variable annual payments on top of the minimum annual payments, if any, are recognised in the consolidated income statement as incurred.

#### ii. Capitalised programme costs

Costs incurred to produce or acquire television rights, for which the Group can determine the broadcasting schedules, are capitalised as intangible assets. The intangible assets are amortised on an accelerated basis over the shorter of the expected economic life of 1 to 5 years and the licence period. Other costs incurred for the transmission rights for showing programmes, sports events and films on the Group's television channels, including sport rights for multiple seasons or competitions, of which the broadcasting schedules are determined by the content providers, are recognised in the consolidated income statement on a straight-line basis over the period of transmission rights across the season or competition. Other payments of programme costs made in advance or in arrears are recognised in the consolidated statement of financial position as other non-current assets, prepayments, deposits and other current assets or accruals and other payables, as appropriate.

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### i. Intangible assets (other than goodwill) (continued)

#### iii. Software

Costs incurred to acquire, develop or enhance scientific or technical knowledge, and design and implement new process or systems, licences and market knowledge are capitalised as intangible assets if they are identifiable and the Group has power to obtain future economic benefits flowing from the underlying resource.

Development costs that are directly attributable to the design and testing of the identifiable software are capitalised as intangible assets if the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use;
- adequate technical, financial and other resources are available to complete the development and to use the software;
- the costs attributable to acquisition, development and enhancement of the software can be reliably measured; and
- the Group has power to obtain future economic benefits flowing from the underlying resource.

Development costs that do not meet the above criteria are expensed in the consolidated income statement as incurred.

Capitalised software costs are amortised on a straight-line basis over the estimated useful life of 5 to 15 years.

#### iv. Other intangible assets

Other intangible assets that are acquired by the Group are stated in the consolidated statement of financial position at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 2(n)(ii)). Expenditures on internally generated goodwill and brands are recognised as expenses in the period in which they are incurred.

Amortisation of intangible assets with finite useful lives is charged to the consolidated income statement on a straight-line basis over their estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

Trademarks	20 years
Customer base	4 to 12 years

The assets' useful lives and their amortisation methods are reviewed annually.

#### j. Fulfilment costs

Direct costs incurred in fulfilling a contract with a customer, which mainly comprise setup and related costs in respect of the Group's telecommunications and media services, are capitalised as an asset to the extent that the cost generates or enhances resources of the Group that will be used in satisfying performance obligations in the future and are expected to be recovered. Fulfilment costs are amortised on a straight-line basis over the expected life of the customer contract.

#### k. Customer acquisition costs

Incremental costs incurred to obtain a contract with a customer, which mainly comprise sales commission, are capitalised as customer acquisition costs if the Group expects to recover those costs. Costs of obtaining a contract are amortised on a systematic basis over the expected life of the customer contract.

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### I. Contract assets/liabilities

Customer pays according to a pre-agreed payment schedule. If the performance obligations fulfilled by the Group exceed the total non-refundable payments received and unconditional rights to contract consideration to date, a contract asset is recognised. If the total non-refundable payments received and unconditional rights to contract consideration to date exceed the performance obligation fulfilled, a contract liability is recognised. The contract assets are transferred to receivables when the Group's rights to the contract consideration become unconditional.

Advances from customers represent refundable customer advances, please refer to note 2(t) for the accounting policies.

### m. Investments in debt and equity securities

#### Classification

The Group classifies its investments in debt and equity securities, other than interests in subsidiaries, associates, and joint arrangements, as:

- those to be measured subsequently at fair value (at either fair value through other comprehensive income (“FVOCI”) or fair value through profit or loss (“FVPL”)); and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity instrument at FVOCI.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

#### Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownerships.

#### Initial measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in the consolidated income statement.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payments of principal and interest.

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### m. Investments in debt and equity securities (continued)

#### Subsequent measurement

##### Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost is recognised in the consolidated income statement when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest method.
- FVOCI: Assets that are held for collection of contractual cash flows and for sale, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment losses, interest income using the effective interest method and foreign exchange gains and losses which are recognised in the consolidated income statement. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to the consolidated income statement and recognised in other gains/(losses), net.
- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt instrument that is subsequently measured at FVPL is recognised and presented net in the consolidated income statement within other gains/(losses), net in the period in which it arises.

##### Equity instruments

The Group subsequently measures all equity instruments at fair value. Where the Group's management has made an irrevocable election at initial recognition to present fair value gains and losses on equity instruments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the consolidated income statement following the derecognition of the investment, any balance within the financial assets at FVOCI reserve for these equity investments is reclassified to retained profits. Dividends from such investments continue to be recognised in the consolidated income statement as other gains/(losses), net when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses), net in the consolidated income statement as applicable.

Impairment losses (and reversal of impairment losses) on equity instruments measured at FVOCI are not reported separately from other changes in fair value.



## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### n. Impairment of assets

#### i. Investments in debt instruments and trade and other receivables

The Group assesses on forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost or FVOCI, and trade and other receivables carried at amortised cost.

For investments in debt instruments and other receivables, the Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition by considering available reasonable and supportive forward-looking information. Considerations may include:

- internal credit rating;
- external credit rating (as far as available);
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- actual or expected significant changes in the operating results of the borrower;
- significant increases in credit risk on other financial instruments of the same borrower; and
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of the borrower in the Group and changes in the operating results of the borrower.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is delinquent and in default status when there are unsettled amounts remaining on the account on the day after the invoice due date.

At each reporting date, the Group measures the loss allowance for a financial asset at an amount equal to the lifetime expected credit losses if the credit risk on that financial asset has increased significantly since initial recognition. If, at the reporting date, the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for that financial asset at an amount equal to 12-month expected credit losses.

For trade receivables and contract assets, the Group applies the simplified approach to providing for expected credit losses, which permits the use of the lifetime expected loss provision for all trade receivables and contract assets. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. When measuring expected credit losses, the Group considers the risk or probability that a credit loss occurs by reflecting the possibility that a credit loss occurs and possibility that no credit loss occurs.

Financial assets are written off when there is no reasonable expectation of recovery. The Group categorises a financial asset for write-off when a debtor fails to make contractual payments for a period greater than predefined limit. Where loans or receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the amounts due. Where recoveries are made, these are recognised in the consolidated income statement.

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### n. Impairment of assets (continued)

#### ii. Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period, or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- right-of-use assets;
- interests in leasehold land;
- fulfilment costs;
- customer acquisition costs;
- intangible assets;
- interests in associates and joint ventures; and
- goodwill.

If any such indication exists, the asset's recoverable amount is estimated. Impairment tests are performed for CGUs containing goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives annually whether or not there is any indication of impairment.

#### – Calculation of recoverable amount

The recoverable amount of an asset is the higher of its fair value less costs of disposal and value-in-use. Fair value less costs of disposal is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a CGU).

#### – Recognition of impairment losses

An impairment loss is recognised in the consolidated income statement whenever the carrying amount of an asset, or the CGU to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then, to reduce the carrying amount of the other assets in the CGU on a pro rata basis, except that the carrying amount of an asset will not be reduced below its individual fair value less costs of disposal, or value-in-use, if determinable.

#### – Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not allowed to be reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to the consolidated income statement in the period in which the reversals are recognised.

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### n. Impairment of assets (continued)

#### iii. Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with HKAS 34 *Interim Financial Reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 2(n)(i) and 2(n)(ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

### o. Derivative financial instruments

Derivative financial instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value at the end of each reporting period. The gain or loss on remeasurement to fair value is recognised immediately in the consolidated income statement, except where the derivatives are designated and qualify for hedge accounting, in which case recognition of any resultant gain or loss depends on the nature of the item being hedged (see note 2(p)).

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months, and as a current asset or liability when the remaining maturity of the hedged item is 12 months or less than 12 months. Trading derivatives are classified as current assets or liabilities.

### p. Hedging

At inception of the hedge relationship, the Group documents the economic relationship between hedging instruments and hedged items including whether changes in the cash flows/fair value of the hedging instruments are expected to offset changes in the cash flows/fair value of hedged items. The Group documents its risk management objective and strategy for undertaking its hedge transactions.

#### i. Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the hedging reserve within equity. The gain or loss relating to the ineffective portion is recognised immediately in the consolidated income statement, within finance costs.

When forward contracts are used to hedge forecast transactions, the Group designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognised in the hedging reserve within equity. The change in the forward element is recognised in the consolidated income statement.

When cross currency swap contracts are used to hedge future cash flows, the Group designates only the change in fair value of the swap contract after exclusion of the foreign currency basis spread component as the hedging instrument. Gains or losses relating to the effective portion of the swap contract after exclusion of foreign currency basis spread component are recognised in the hedging reserve within equity. The change in fair value of the foreign currency basis spread of the swap contract to the extent it relates to the hedged item is recognised in the costs of hedging reserve within equity.

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### p. Hedging (continued)

#### i. Cash flow hedges (continued)

Amounts accumulated in equity are reclassified in the periods when the hedged item affects the consolidated income statement, as follows:

- The gain or loss relating to the effective portion of forward contracts is recognised in the consolidated income statement as the hedged item affects profit or loss.
- The gain or loss relating to the effective portion of the cross currency swap contracts hedging borrowings denominated in foreign currency is recognised in the consolidated income statement within finance costs at the same time as the interest expense on the hedged borrowings.
- The gain or loss relating to the effective portion of the interest rate swap contracts hedging variable rate borrowings is recognised in the consolidated income statement within finance costs at the same time as the interest expense on the hedged borrowings.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs and affects profit or loss. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to the consolidated income statement.

Hedge ineffectiveness is recognised in the consolidated income statement within finance costs.

#### ii. Fair value hedges

When cross currency swap contracts are used to hedge the fair value of the recognised liabilities, the Group designates only the change in fair value of the swap contract after exclusion of the foreign currency basis spread component as the hedging instrument. Gains or losses relating to the swap contract after exclusion of foreign currency basis spread component are recognised in the consolidated income statement within finance costs, together with any changes in the fair value of the hedged item that are attributable to the hedged risk. The change in the fair value of the foreign currency basis spread of the swap contract to the extent it relates to the hedged item is recognised within other comprehensive income in the costs of hedging reserve within equity.

### q. Inventories

Inventories consist of purchased parts and materials, finished goods and consumable inventories.

Purchased parts and materials and finished goods are carried at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Consumable inventories, held for use in the maintenance and expansion of the Group's telecommunications systems, are stated at cost less provision for deterioration and obsolescence.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

### r. Trade and other receivables

Trade and other receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing component, when they are recognised at fair value. The Group holds trade and other receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance for expected credit losses (see note 2(n)(i)).

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### s. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions (other than restricted cash), and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition and form an integral part of the Group's cash management.

### t. Trade and other payables

Trade payables, advances from customers and other payables are initially recognised at fair value and subsequently stated at amortised cost using the effective interest method.

### u. Borrowings

Borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, borrowings are stated at amortised cost with any difference between the amount initially recognised, being the proceeds net of transaction costs, and the redemption value being recognised in the consolidated income statement over the period of the borrowings, using the effective interest method.

### v. Provisions and contingent liabilities

Provisions are recognised when (i) the Group has a present legal or constructive obligation arising as a result of a past event; (ii) it is probable that an outflow of economic benefits will be required to settle the obligation; and (iii) a reliable estimate can be made of the amount of the obligation. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation. The increase in provision due to the passage of time is recognised as interest expense.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

### w. Revenue recognition

The Group's revenue is primarily earned from the following business units: (i) Telecommunications, (ii) Media, and (iii) Solutions.

Revenue is measured at the fair value of the consideration received or receivable for the sales of goods and rendering of services in the ordinary course of the Group's activities. Revenue is recognised when the control of the goods or services is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the goods or services may be transferred over time or at a point in time.

The Group often enters into bundled sale contracts with customers in which, apart from the provision of telecommunications, media, solutions and other services, the Group has certain other performance obligations to customers such as the delivery of handsets, equipment, gifts and reward points from the Group's customer loyalty programme offering a variety of goods and services ("Reward Points"). When multiple-element arrangements exist, the total transaction price receivable from customers is allocated among the Group's performance obligations on a relative stand-alone selling price basis. Management estimates the stand-alone selling price at contract inception mainly based on observable retail prices and observable market data of the respective performance obligations in similar circumstances to similar customers. If a bundled discount is granted, it is allocated to respective performance obligations based on their relative stand-alone selling prices. The costs of respective handsets, equipment and gifts delivered are recognised as cost of sales when the corresponding revenue is recognised.

A financing component, if any, might exist when timing of the payment for goods or services by the customers, differs from the timing of satisfaction of the performance obligation. Such financing component is not significant to the Group.

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### w. Revenue recognition (continued)

#### i. Telecommunications

Telecommunications services comprise local telephony, local data and broadband, international telecommunications, mobile, enterprise solutions, and other telecommunications businesses such as customer premises equipment sales, outsourcing, consulting, and contact centres.

Local telephony, local data and broadband, international telecommunications and mobile businesses earn revenue primarily by providing access to and usage of the telecommunications network locally and internationally. As part of the bundled service offerings, the Group also delivers handsets, equipment, gifts and Reward Points, which are considered as separate performance obligations.

For the telecommunications services, revenue is recognised over time as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs and is based on the output method, either as the service allowance units are used or as time elapses, because it reflects the pattern by which the Group satisfies the performance obligation through the rendering of services to the customer. For service plan based on usage, where monthly usage exceeds the allowance, the overage usage represents options held by the customer for incremental services and the usage-based fee is recognised when the customer exercises the option. Income from other telecommunications services are recognised when services are rendered. Customers are invoiced in advance on a monthly basis or invoiced according to the pre-agreed payment schedule as set out in the customer contracts.

For the sales of the handsets, equipment and gifts, revenue is generally recognised when control passes to the customer, being when the products are delivered to and accepted by the customer. The customer has full discretion over the handsets, equipment and gifts and there are no unfulfilled obligations that can affect the customer's acceptance of those goods. Customers are invoiced immediately or invoiced according to the pre-agreed payment schedule as set out in the customer contracts.

When the Reward Points are awarded to the members, such revenue at their relative stand-alone selling price is deferred as a liability until the Reward Points are redeemed. Breakage, referring to Reward Points that are expected to expire, is recognised and determined based on assumptions such as historical experience, future redemption pattern and programme design.

#### ii. Media

Media services comprise interactive pay-TV services, domestic free television service in Hong Kong and over-the-top ("OTT") digital media entertainment services.

Subscription income from the interactive pay-TV services and OTT digital media entertainment services are recognised rateably over the contract period which generally coincides with when the services are rendered.

Advertising income from interactive pay-TV services, domestic free television service in Hong Kong and OTT digital media entertainment services are recognised (i) when the advertisements are telecast on pay-TV and free TV, delivered through Internet and mobile platforms; or (ii) rateably over the contractual display period of the contract when the advertisements are placed on the Group's website and mobile platforms.

Customers are invoiced in advance on a monthly basis or invoiced according to the pre-agreed payment schedule as set out in the customer contracts.

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### w. Revenue recognition (continued)

#### iii. Solutions

Solutions services comprise the provision of information and communications technologies services and solutions to customers.

Revenue from solutions services is recognised over time as the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced. Input method is used to measure the progress as it depicts the Group's performance in transferring the control of the asset. The progress is measured by reference to the percentage of contract costs incurred to date to estimated total contract costs for the contract. When the outcome of a contract cannot be estimated reliably, revenue is recognised only to the extent that it is probable the contract costs incurred will be recoverable. Customers make settlement periodically throughout the contract period according to the pre-agreed payment schedule. Accumulated experience is used to estimate the variable consideration to the extent that it is highly probable that a significant reversal will not occur, using the expected value method, to be included in the transaction price.

#### iv. Commission income

Commission income is recognised when entitlement to the income is ascertained.

#### x. Interest income

Interest income is recognised on a time-apportioned basis using the effective interest method.

#### y. Dividend income

Dividend income is recognised when the shareholder's right to receive payment is established.

#### z. Borrowing costs

Borrowing costs are expensed in the consolidated income statement in the period in which they are incurred, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

Discounts or premiums relating to borrowings, and ancillary costs incurred in connection with arranging borrowings, to the extent that they are regarded as adjustments to interest costs, are recognised as expenses over the period of the borrowing using the effective interest method.

#### aa. Cost of sales and general and administrative expenses

General and administrative expenses represent operating costs incurred other than cost of sales. Cost of sales mainly includes cost of inventories sold, connectivity costs and staff costs relating to sales; while general and administrative expenses mainly include depreciation of property, plant and equipment, depreciation of right-of-use assets, amortisation of land lease premium, amortisation of intangible assets, amortisation of fulfilment costs, amortisation of customer acquisition costs, impairment loss for trade receivables and other staff costs.

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### ab. Income tax

- i. Income tax for the year comprises current income tax and movements in deferred income tax assets and liabilities. Current income tax and movements in deferred income tax assets and liabilities are recognised in the consolidated income statement except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts are recognised in other comprehensive income or directly in equity, respectively.
- ii. Current income tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to income tax payable in respect of previous years.
- iii. Deferred income tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred income tax is not recognised for:
  - temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
  - temporary differences related to investments in subsidiaries, associates and joint ventures to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;
  - taxable temporary differences arising on the initial recognition of goodwill; and
  - those related to Pillar Two Income Taxes.

The Group recognised deferred income tax assets and deferred income tax liabilities separately in relation to its lease liabilities and right-of-use assets.

Deferred income tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred income tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred income tax asset can be carried back or forward.

The amount of deferred income tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period and are expected to apply when the related deferred income tax asset is realised and the deferred income tax liability is settled. Deferred income tax assets and liabilities are not discounted.

The carrying amount of a deferred income tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.



## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### ab. Income tax (continued)

- iv. Current income tax balances and deferred income tax balances, and movements therein, are presented separately from each other and are not offset. Current income tax assets are offset against current income tax liabilities, and deferred income tax assets against deferred income tax liabilities, if the Group has the legally enforceable right to set off current income tax assets against current income tax liabilities and the following additional conditions are met:
- in the case of current income tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
  - in the case of deferred income tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
    - the same taxable entity; or
    - different taxable entities, which, in each future period in which significant amounts of deferred income tax liabilities or assets are expected to be settled or recovered, intend to realise the current income tax assets and settle the current income tax liabilities on a net basis or realise and settle simultaneously.

### ac. Employee benefits

#### i. Short-term employee benefits

Salaries, annual bonuses, annual leave and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

#### ii. Retirement and other post-employment benefits

The Group offers the following retirement and other post-employment benefits to its employees:

- defined benefit retirement schemes;
- defined contribution retirement schemes (including the Mandatory Provident Fund “MPF”); and
- Long Service Payments (“LSP”) under Hong Kong Employment Ordinance for employees in Hong Kong.

The assets of retirement schemes are generally held in separate trustee-administered funds. The schemes are generally funded by contributions from the relevant Group companies and, in some cases, employees themselves, taking account of the recommendations of independent qualified actuaries if applicable.

For defined contribution retirement schemes, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The Group’s contributions to the defined contribution retirement schemes are recognised as an expense in the consolidated income statement in the period to which the contributions relate.

The Group’s defined benefit retirement schemes liability and LSP obligations (as classified as other payables) recognised in the consolidated statement of financial position are the present values of the respective defined benefit obligations at the end of the reporting period less the fair value of scheme assets (if applicable). The calculation is performed annually by independent qualified actuaries using the projected unit credit method. The present values of the defined benefit obligations and the LSP obligations are determined by discounting the estimated future cash outflows using discount rates with reference to market bond yields at the end of the reporting period, which have terms approximating the terms of the related liabilities. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligations and the fair value of plan assets (if applicable). This cost is included in staff costs in the consolidated income statement. In calculating the Group’s defined benefit retirement schemes liability and LSP obligations, any actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)****ac. Employee benefits (continued)****iii. Share-based payments**

The Company operates a share option scheme where employees (including directors) are granted options to acquire PCCW Shares at specified exercise prices. The fair value of the employee services received in exchange for the grant of options is recognised as staff costs in the consolidated income statement with a corresponding increase in an employee share-based compensation reserve under equity. The fair value of the options granted is measured at grant date using the trinomial option pricing model, taking into account the terms and conditions upon which the options were granted, and spread over the respective vesting period during which the employees become unconditionally entitled to the options. During the vesting period, the number of share options that are expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged or credited in the consolidated income statement for the year of the review, unless the original staff costs qualify for recognition as an asset, with a corresponding adjustment to the employee share-based compensation reserve. On vesting date, the amount recognised as staff costs is adjusted to reflect the actual number of share options that vests (with a corresponding adjustment to the employee share-based compensation reserve). The equity amount is recognised in the employee share-based compensation reserve until either the share options are exercised (when it is transferred to the share capital account) or the share options expire (when it is released directly to retained profits or accumulated losses). When the share options are exercised, the proceeds received, net of any directly attributable transaction costs, are credited to share capital.

The Company also grants PCCW Shares and Share Stapled Units to employees at nil consideration under its share award schemes, under which the awarded PCCW Shares and Share Stapled Units are either newly issued at issue price (the "PCCW Subscription Scheme") or purchased from the open market (the "PCCW Purchase Scheme").

The cost of PCCW Shares purchased from the open market under the PCCW Purchase Scheme and the issue price of newly issued PCCW Shares under the PCCW Subscription Scheme are recognised in equity as treasury stock. The fair value of the employee services received in exchange for the grant of the PCCW Shares under both schemes is recognised as staff costs in the consolidated income statement with a corresponding increase in an employee share-based compensation reserve under equity. The fair value of the awarded PCCW Shares is measured by the quoted market price of the PCCW Shares at grant date and is charged to the consolidated income statement over the respective vesting period. During the vesting period, the number of awarded PCCW Shares that are expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged or credited in the consolidated income statement for the year of the review, unless the original staff costs qualify for recognition as an asset, with a corresponding adjustment to the employee share-based compensation reserve. On vesting date, the amount recognised as staff costs is adjusted to reflect the actual number of awarded PCCW Shares that vests (with a corresponding adjustment to the employee share-based compensation reserve) and the cost of awarded PCCW Shares recognised as treasury stock is transferred to the employee share-based compensation reserve with the difference recognised in equity.

The cost of Share Stapled Units purchased from the open market under the PCCW Purchase Scheme and the issue price of newly issued Share Stapled Units under the PCCW Subscription Scheme are recognised in equity and non-controlling interests. The fair value of the employee services received in exchange for the grant of Share Stapled Units under both schemes is recognised as staff costs in the consolidated income statement with a corresponding increase in an employee share-based compensation reserve under equity. The fair value of the awarded Share Stapled Units is measured by the quoted market price of the Share Stapled Units at grant date and is charged to the consolidated income statement over the respective vesting period. During the vesting period, the number of awarded Share Stapled Units that are expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged or credited in the consolidated income statement for the year of the review, unless the original staff costs qualify for recognition as an asset, with a corresponding adjustment to the employee share-based compensation reserve. On vesting date, the amount recognised as staff costs is adjusted to reflect the actual number of awarded Share Stapled Units that vests (with a corresponding adjustment to the employee share-based compensation reserve) and the cost of awarded Share Stapled Units recognised in equity is transferred to the employee share-based compensation reserve with the difference recognised in equity and non-controlling interests.

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### ac. Employee benefits (continued)

#### iv. Termination benefits

Termination benefits are recognised only after either an agreement is in place with the appropriate employee representatives specifying the terms of redundancy and the number of employees affected, or individual employees have been advised of the specific terms.

### ad. Translation of foreign currencies

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars (HK\$), which is the Company's functional and the Group's presentation currency.

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in the consolidated income statement, except when deferred in other comprehensive income as qualifying cash flow hedges.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates when the fair values are determined. Exchange differences arising on translation of non-monetary assets and liabilities, such as equity instruments at FVPL, are reported as part of the fair value gain or loss in the consolidated income statement. Exchange differences arising on translation of non-monetary assets and liabilities, such as equity instruments measured at FVOCI, are included in the fair value gain or loss in the financial assets at FVOCI reserve under equity.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of transactions. Items of foreign operations in the consolidated statement of financial position, including goodwill arising on consolidation of foreign operations acquired on or after 1 January 2005, are translated into Hong Kong dollars at the foreign exchange rates ruling at the end of the reporting period. Goodwill arising on consolidation of a foreign operation acquired before 1 January 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in the currency translation reserve under equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, if any, are taken to other comprehensive income and accumulated separately in the currency translation reserve under equity. On disposal of a foreign operation, the cumulative amount of the exchange differences recognised in the currency translation reserve under equity which relates to that foreign operation is included in the calculation of the profit or loss on disposal.

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### ae. Related parties

For the purpose of these consolidated financial statements, a party is considered to be related to the Group if:

- i. the party has the ability, directly or indirectly through one or more intermediaries, to control the Group or exercise significant influence over the Group in making financial and operating policy decisions, or has joint control over the Group;
- ii. the Group and the party are subject to common control;
- iii. the party is an associate of the Group or a joint venture in which the Group is a venturer;
- iv. the party is a member of key management personnel of the Group or the Group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individual;
- v. the party is a close family member of a party referred to in note i above or is an entity under the control, joint control or significant influence of such party;
- vi. the party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is a related party of the Group; or
- vii. the entity, or any member of the Group of which it is a part, provides key management personnel services to the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

### af. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (the "CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Group's senior executive management.

Segment revenue, expenses, results and assets include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. Segment revenue, expense and segment performance include transactions between segments. Inter-segment pricing is based on similar terms to those available to other external parties for similar services. Inter-segment transactions are eliminated in full in preparing the consolidated financial statements.

Segment capital expenditure is the total cost incurred during the year to acquire segment assets (including property, plant and equipment and interests in leasehold land) that are expected to be used for more than one year.

### ag. Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's consolidated financial statements and the Company's financial statements in the period in which the dividend is approved by the Company's shareholders or directors, where appropriate.

### ah. Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate. The Group netted off government grants relating to employee benefits with staff cost in cost of sales and general and administrative expenses that are not capitalised. Government grants relating to capitalised staff cost are directly deducted from the carrying amount of the respective assets recognised and credited to the consolidated income statement on a straight-line basis over the expected lives of the related assets.

## 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

### ai. Assets held for sale and discontinued operations

Non-current assets are classified as held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The non-current assets are stated at the lower of carrying amount and fair value less costs to sell.

A discontinued operation is a component of the Group that has been disposed of or is classified as held for sale and that represents a separate major line of business, is part of a single co-ordinated plan to dispose of such a line of business. The results of discontinued operations are presented separately in the consolidated income statement and consolidated statement of comprehensive income.

### aj. Perpetual capital securities

Perpetual capital securities with no contractual obligation to repay its principal or to pay any distribution are classified as part of equity.

## 3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. Notes 19, 33(a) and 40 contain information about the assumptions and their risk factors relating to goodwill impairment, defined benefit retirement schemes liability and financial instruments. Management has also made judgements in applying the Group's accounting policies. These judgements and other key sources of estimation uncertainty are discussed below:

### i. Impairment of assets (other than investments in debt instruments and trade and other receivables)

At the end of each reporting period, the Group reviews internal and external sources of information to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- right-of-use assets;
- interests in leasehold land;
- fulfilment costs;
- customer acquisition costs;
- intangible assets;
- interests in associates and joint ventures; and
- goodwill.

If any such indication exists, the asset's recoverable amount is estimated. Impairment tests are performed for CGUs containing goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives annually whether or not there is any indication of impairment. Significant judgement is used to identify CGUs appropriately. An impairment loss is recognised in the consolidated income statement whenever the carrying amount of an asset exceeds its recoverable amount.

The sources utilised to identify indications of impairment are often subjective in nature and the Group is required to use judgement in applying such information to its business. The Group's interpretation of this information has a direct impact on whether an impairment assessment is performed at the end of any given reporting period. Such information is particularly significant as it relates to the Group's telecommunications services and infrastructure businesses in Hong Kong.

**3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)****i. Impairment of assets (other than investments in debt instruments and trade and other receivables) (continued)**

If an indication of impairment is identified, such information is further subject to an exercise that requires the Group to estimate the recoverable amount, representing the greater of the asset's fair value less costs of disposal or its value-in-use. Depending on the Group's assessment of the overall materiality of the asset under review and complexity of deriving a reasonable estimate of the recoverable amount, the Group may perform such assessments utilising internal resources or the Group may engage external advisors to counsel the Group. Regardless of the resources utilised, the Group is required to make many assumptions to make these assessments, including the utilisation of such asset, the cash flows to be generated, appropriate market discount rates and the projected market and regulatory conditions. Changes in any of these assumptions could result in a material change to future estimates of the recoverable amount of any asset.

**ii. Revenue recognition**

Under certain arrangements, apart from the provision of telecommunications, media, solutions and other services, the Group has certain other performance obligations to customers such as the delivery of handsets, equipment, gifts and Reward Points. When multiple-element arrangements exist, the total transaction price receivable from customers is allocated among the Group's performance obligations on a relative stand-alone selling price basis. Management estimates the stand-alone selling price at contract inception mainly based on observable retail prices and observable market data of the respective performance obligations in similar circumstances to similar customers. If a bundled discount is granted, it is allocated to respective performance obligations based on their relative stand-alone selling prices. The Group is required to exercise considerable judgement in relation to estimating the stand-alone selling price.

Revenue from solutions services is recognised over time as the Group's performance creates or enhances an asset that the customer controls. Input method is used to measure the progress as it depicts the Group's performance in transferring the control of the asset. The progress is measured by reference to the percentage of contract costs incurred to date to the estimated total contract costs for the contract. When the outcome of a contract cannot be estimated reliably, revenue is recognised only to the extent that it is probable the contract costs incurred will be recoverable. The Group is required to exercise judgement in estimating the total contract costs to apply the percentage of completion method for revenue recognition.

**iii. Deferred income tax**

While deferred income tax liabilities are provided in full on all taxable temporary differences, deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. In assessing the amount of deferred income tax assets that need to be recognised, the Group considers future taxable income and business plans. In the event that the Group's estimates of projected future taxable income and benefits from available business plans are changed, or changes in current income tax regulations are enacted that would impact the timing or extent of the Group's ability to utilise the tax benefits of net operating loss carry-forward in the future, adjustments to the recorded amount of net deferred income tax assets and income tax expense would be made.

**iv. Current income tax**

The Group makes a provision for current income tax based on estimated taxable income for the year. The estimated income tax liabilities are primarily computed based on the tax computations as prepared by the Group. Nevertheless, from time to time, there are queries raised by the tax authorities of Hong Kong and elsewhere on the tax treatment of items included in the tax computations and certain non-routine transactions. If the Group considers it probable that these queries or judgements will result in different tax positions, the most likely amounts of the outcome will be estimated and adjustments to the income tax expense and income tax liabilities will be made accordingly.

### 3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

#### v. Lives of property, plant and equipment, intangible assets (other than goodwill), fulfilment costs and customer acquisition costs

The Group has significant property, plant and equipment, intangible assets (other than goodwill), fulfilment costs and customer acquisition costs. The Group is required to estimate the lives of property, plant and equipment, intangible assets (other than goodwill), fulfilment costs and customer acquisition costs in order to ascertain the amount of depreciation and amortisation charges for each reporting period.

The lives are estimated at the time of purchase of these assets or direct costs incurred in fulfilling or acquiring a contract with a customer after considering future technology changes, business developments, the Group's strategies and expected lives of customer contracts. The Group performs annual reviews to assess the appropriateness of the estimated lives. Such reviews take into account any unexpected adverse changes in circumstances or events, including declines in projected operating results, negative industry or economic trends and rapid advancements in technology. The Group extends or shortens the lives according to the results of the reviews.

#### vi. Lease term and discount rate determination

In determining the lease term, management considers facts and circumstances such as conditions of the Group's existing leases, future technology changes, business developments and the Group's strategies, that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). Potential future cash outflows are not included in the lease liability because it is not reasonably certain that the leases will be extended (or not terminated). The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee. As at 31 December 2023, potential future undiscounted cash outflows of HK\$640 million (2022: HK\$602 million) have not been included in the lease liabilities because it is not reasonably certain that the lease will be extended (or not terminated).

In determining the discount rate, the Group is required to exercise considerable judgement by taking into account the nature of the underlying assets and the terms and conditions of the leases, at both the commencement date and the effective date of the lease modification (if any).

#### vii. Value of unlisted securities

The fair value of financial instruments that are not traded in active market is individually determined at the end of each reporting period by management based on market value assessment taking into consideration of portfolio statements, if any. Fair value is determined using various valuation techniques such as discounted cash flow analysis. Note 40(e) contains details of key assumptions used.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2023

(Amount expressed in Hong Kong dollars unless otherwise stated)

**4 STATEMENT OF FINANCIAL POSITION OF THE COMPANY**

In HK\$ million	Note	2022	2023
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Interests in subsidiaries		35,789	<b>36,770</b>
		35,789	<b>36,770</b>
<b>Current assets</b>			
Amounts due from subsidiaries		7,356	<b>7,741</b>
Prepayments, deposits and other current assets		38	<b>39</b>
Cash and cash equivalents		531	<b>431</b>
		7,925	<b>8,211</b>
<b>Current liabilities</b>			
Accruals and other payables		(18)	<b>(25)</b>
Current income tax liabilities		(4)	<b>(3)</b>
		(22)	<b>(28)</b>
<b>Non-current liabilities</b>			
Long-term borrowings		(4,907)	<b>(6,701)</b>
Amounts due to subsidiaries		(6,956)	<b>(7,023)</b>
Derivative financial instruments		(4)	<b>(5)</b>
		(11,867)	<b>(13,729)</b>
<b>Net assets</b>		31,825	<b>31,224</b>
<b>CAPITAL AND RESERVES</b>			
Share capital	31	12,954	<b>12,954</b>
Reserves	35	18,871	<b>18,270</b>
<b>Total equity</b>		31,825	<b>31,224</b>

Approved and authorised for issue by the Board on 23 February 2024 and signed on behalf of the Board by

**Li Tzar Kai, Richard**  
Director

**Hui Hon Hing, Susanna**  
Director



## 5 DISCONTINUED OPERATIONS

In HK\$ million	2022
Profit for the year from operations discontinued	834

For the purpose of forming a strategic partnership with an independent third party (the “Partner A”), an indirect wholly-owned subsidiary of the Company (the “Seller”) entered into a share purchase agreement (the “SPA”) with Partner A on 14 June 2022. Pursuant to the SPA, the Seller has agreed to sell to Partner A (i) 80% interest in Lenovo PCCW Solutions Limited (“LPSL”), an indirect wholly-owned subsidiary of the Company which would serve as the holding company of part of the IT solutions business (the “ITS Business”, which comprises the provision of information technology services, including but not limited to digital and managed services, technology services and business process outsourcing) following the reorganisation of the ITS Business; and (ii) a 20% interest in PCCW Network Services Limited (“PNSL”), which following the reorganisation would hold a 100% interest in PCCW Solutions Limited (whose principal business is the provision of solutions and services to public sector customers in Hong Kong) and 20% interest in LPSL, for a total consideration of US\$614 million (equivalent to approximately HK\$4,786 million), subject to certain post-completion adjustments. Of the total consideration, US\$514 million (equivalent to approximately HK\$4,006 million) was settled in cash, and US\$100 million (equivalent to approximately HK\$780 million) was settled by the issue to the Group of 86,424,677 new shares of Partner A.

On 12 August 2022, all of the conditions precedent in the SPA had been satisfied or waived and thus the sale and purchase transaction in accordance with the terms of the SPA was completed and LPSL ceased to be a subsidiary and became an associate of the Group.

The divestment of 20% interest in PNSL was accounted for as a change in interests in subsidiaries that did not result in a loss of control.

In accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*, the operating results of the ITS Business discontinued (the “Discontinued ITS Business”) before 13 August 2022 have been presented as discontinued operations in the Group’s consolidated income statement and consolidated statement of comprehensive income for the year ended 31 December 2022.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2023

(Amount expressed in Hong Kong dollars unless otherwise stated)

### 5 DISCONTINUED OPERATIONS (CONTINUED)

An analysis of the financial results and cash flows relating to the discontinued operations and the related gain on deconsolidation of subsidiaries are set out below:

#### a. Financial results and cash flow information

The financial results and cash flow information of the Discontinued ITS Business presented are for the financial period from 1 January 2022 to 12 August 2022.

In HK\$ million	2022
Revenue ( <i>note (ii)</i> )	2,361
Cost of sales	(2,110)
General and administrative expenses	(227)
Other gains, net	20
Finance costs	(1)
Profit before income tax	43
Income tax	11
Profit after income tax	54
Gain on deconsolidation of ITS Business ( <i>note (i)</i> )	780
Profit from discontinued operations	834
Profit from discontinued operations attributable to equity holders of the Company	834
In HK\$ million	2022
Profit from discontinued operations	834
Other comprehensive income/(loss)	
Items that have been reclassified or may be reclassified subsequently to consolidated income statement:	
Translation exchange differences:	
– exchange differences on translating foreign operations of subsidiaries	(13)
– reclassification of currency translation reserve on deconsolidation of subsidiaries	33
Total comprehensive income from discontinued operations	854
Total comprehensive income from discontinued operations attributable to equity holders of the Company	854

## 5 DISCONTINUED OPERATIONS (CONTINUED)

### a. Financial results and cash flow information (continued)

#### i. Gain on deconsolidation of ITS Business

In HK\$ million	2022
Consideration, net of direct expenses	3,803
Less: Consideration attributable to the divestment of 20% interest in PNSL (note 44(a))	(734)
Fair value attributable to the retained 20% interest in LPSL (note 22)	978
Less: Carrying amount of net assets deconsolidated	(3,234)
Reclassification of currency translation reserve on deconsolidation of subsidiaries	(33)
<b>Gain on deconsolidation of ITS Business</b>	<b>780</b>

#### ii. Segment information of the Discontinued ITS Business

In HK\$ million	2022
External revenue from contracts with customers:	
– recognised at a point in time	38
– recognised over time	1,776
Internal revenue	547
<b>Revenue attributable to Solutions Business segment</b>	<b>2,361</b>
<b>EBITDA* attributable to Solutions Business segment</b>	<b>203</b>
Capital expenditure (including property, plant and equipment and interests in leasehold land) incurred by the Discontinued ITS Business attributable to Solutions Business segment	21

\* As defined in note 7

#### iii. Cash flows of the Discontinued ITS Business

In HK\$ million	2022
Net cash used in operating activities	(82)
Net cash used in investing activities	(29)
Net cash used in financing activities	(65)
<b>Net cash outflow from discontinued operations</b>	<b>(176)</b>

iv. Included in profit for the year from discontinued operations were remuneration paid or payable to the Company's auditor of HK\$12 million for non-audit services.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2023

(Amount expressed in Hong Kong dollars unless otherwise stated)

### 5 DISCONTINUED OPERATIONS (CONTINUED)

#### b. Details of the Discontinued ITS Business

Net assets of Discontinued ITS Business as at the date of deconsolidation:

In HK\$ million	Carrying amount
Property, plant and equipment	97
Right-of-use assets	74
Interests in leasehold land	4
Goodwill	271
Intangible assets	1,023
Deferred income tax assets	35
Other non-current assets	11
<b>Total non-current assets (note)</b>	<b>1,515</b>
Inventories	178
Prepayments, deposits and other current assets	582
Contract assets	824
Trade receivables, net	638
Tax recoverable	1
Cash and cash equivalents	148
<b>Total current assets</b>	<b>2,371</b>
Trade payables	(221)
Accruals and other payables	(225)
Contract liabilities	(57)
Lease liabilities	(32)
Current income tax liabilities	(25)
<b>Total current liabilities</b>	<b>(560)</b>
Deferred income tax liabilities	(38)
Lease liabilities	(37)
Other long-term liabilities	(17)
<b>Total non-current liabilities</b>	<b>(92)</b>
<b>Net assets attributable to the Discontinued ITS Business</b>	<b>3,234</b>
In HK\$ million	2022
Consideration settled by cash, net of direct expenses paid	2,514
Less: Cash and cash equivalents deconsolidated	(148)
<b>Net inflow of cash and cash equivalents from deconsolidation of subsidiaries</b>	<b>2,366</b>

**Note:** Total non-current assets of HK\$1,515 million were attributable to the Solutions Business segment as at the date of deconsolidation.

## 6 RELATED PARTY TRANSACTIONS

During the year, the Group had the following significant transactions with related parties:

In HK\$ million	Note	2022	2023
Telecommunications service fees, IT development and support service charges, contact centre service charges, hotline services fees, consultancy service charges, interest income and other costs recharge received or receivable from joint ventures	a	48	50
Telecommunications service fees, connectivity service fees, system integration service fees, interest income, contact centre services charges, equipment sales, customer acquisition service fees, consultancy service charges, advertising fees, insurance premium, transitional service fees, management fee, travel agency service fee, licence fees and other costs recharge received or receivable from associates	a	90	131
Telecommunications service fees, system integration service fees, data centre service fees and contact centre service charges received or receivable from a substantial shareholder	a	178	186
Telecommunications service fees, outsourcing fees, rental charges and interest expense paid or payable to joint ventures	a	252	270
IT charges, logistic charges, other contractor service fees, transitional service fees, rental charges, customer acquisition service fees and licence fees paid or payable to associates	a	633	1,363
Telecommunications service fees, data centre service fees and facility management service charges paid or payable to a substantial shareholder	a	126	163
Telecommunications service fees, data centre service fees, connectivity service fees, equipment sales, insurance premium, insurance agency service charges, system integration service fees, advertising fees, interest income and other costs recharge received or receivable from related parties under a common shareholder with the Company	a	133	174
Insurance premium and rental charges paid or payable to related parties under a common shareholder with the Company	a	282	252
Purchase of guaranteed notes issued by related parties under a common shareholder with the Company	b	234	–
Purchase of guaranteed notes issued by an associate	c	–	25
Key management compensation	d	100	86

a. The above transactions were carried out after negotiations between the Group and the related parties in the ordinary course of business and on the basis of estimated market value as determined by the directors. In respect of transactions for which the price or volume has not yet been agreed with the relevant related parties, the directors have determined the relevant amounts based on their best estimation.

b. The purchase price was determined in accordance with the demand for the guaranteed notes offered, which has been coordinated and managed by major financial institutions.

c. The guaranteed notes were purchased at quoted market price from open market.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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(Amount expressed in Hong Kong dollars unless otherwise stated)

### 6 RELATED PARTY TRANSACTIONS (CONTINUED)

#### d. Details of key management compensation

In HK\$ million	2022	2023
Salaries and other short-term employee benefits	79	68
Share-based compensation	19	15
Post-employment benefits	2	3
	100	86

#### e. Balances with related companies

As at 31 December 2023, other than 1) as specified in notes 22 and 23; 2) an unsecured loan of HK\$82 million which bears interest at 2.5% per annum and is repayable within 1 year classified as amounts due to related companies; 3) 4.5% guaranteed note due 2026 with a carrying value of HK\$562 million issued by a related party and classified as other financial assets; and 4) 5.125% guaranteed note due 2026 with a carrying value of HK\$807 million issued by an associate and classified as other financial assets; the other amounts due from/(to) related companies are unsecured, non-interest bearing, and have no fixed repayment terms.

As at 31 December 2022, other than 1) as specified in notes 22 and 23; 2) an unsecured loan of HK\$53 million which bore interest at 2.5% per annum and was repayable within 1 year classified as amounts due to related companies; 3) an unsecured loan of HK\$100 million which was interest free and repayable within 1 year classified as amounts due from related companies; 4) 4.5% guaranteed note due 2026 with a carrying value of HK\$562 million issued by a related party and classified as other financial assets; 5) 5.125% guaranteed note due 2026 with a carrying value of HK\$780 million issued by an associate and classified as other financial assets; and 6) 5.75% subordinated note due 2024 with a carrying value of HK\$228 million issued by a related party and classified as other financial assets; the other amounts due from/(to) related companies were unsecured, non-interest bearing, and had no fixed repayment terms.

### 7 SEGMENT INFORMATION

The CODM is the Group's senior executive management. The CODM reviews the Group's internal reporting in order to assess performance and allocate resources and the segment information is reported below in accordance with this internal reporting.

The CODM considers the business from the product perspective and assesses the performance of the following segments:

- HKT Limited (“HKT”) is Hong Kong’s premier telecommunications service provider. The principal activities of HKT and its subsidiaries are the provision of technology and telecommunications and related services including enterprise solutions, consumer mobile, total home solutions, healthtech services, media entertainment, and other new businesses such as loyalty platform and financial services. It operates primarily in Hong Kong, and also serves customers in mainland China and other parts of the world.
- Media Business offers OTT digital media entertainment services in Hong Kong, the Asia Pacific region, and other parts of the world, in addition to domestic free television service in Hong Kong. It is also engaged in the development of content, talent and events.
- Other businesses of the Group (“Other Businesses”) primarily comprise remaining solutions business following the discontinuation of ITS Business during the year ended 31 December 2022 and corporate support functions.

Before the discontinuation of ITS Business, Solutions Business is a leading IT and business process outsourcing provider in Hong Kong, mainland China and Southeast Asia. As disclosed in note 5, upon the discontinuation of ITS Business, the Group's ITS Business, which was previously classified as part of the Solutions Business segment, being a separate major line of business was reclassified as discontinued operations; and the other Solutions Business retained, as a separate line of business to the ITS Business, was reallocated to Other Businesses segment for the Group's internal reporting to the CODM.

## 7 SEGMENT INFORMATION (CONTINUED)

The CODM assesses the performance of the operating segments based on a measure of adjusted earnings before interest, tax, depreciation and amortisation (“EBITDA”). EBITDA represents earnings before interest income, finance costs, income tax, depreciation and amortisation, gains/losses on disposal of property, plant and equipment, interests in leasehold land, right-of-use assets and intangible assets, net other gains/losses, losses on property, plant and equipment, restructuring costs, impairment losses on goodwill, tangible and intangible assets and interests in associates and joint ventures, and the Group’s share of results of associates and joint ventures.

Segment revenue, expense and segment performance include transactions between segments. Inter-segment pricing is based on similar terms to those available to other external parties for similar services. The revenue from external parties reported to the CODM is measured in a manner consistent with that in the consolidated income statement.

Information regarding the Group’s reportable segments as provided to the Group’s CODM is set out below:

In HK\$ million	2022				
	HKT	Media Business	Other Businesses	Eliminations	Consolidated
<b>REVENUE</b>					
External revenue	32,761	2,632	672	–	36,065
Inter-segment revenue	1,364	290	–	(1,654)	–
<b>Total revenue</b>	<b>34,125</b>	<b>2,922</b>	<b>672</b>	<b>(1,654)</b>	<b>36,065</b>
External revenue from contracts with customers:					
Timing of revenue recognition					
At a point in time	6,760	680	–	–	7,440
Over time	25,927	1,952	667	–	28,546
External revenue from other sources:					
Rental income	74	–	5	–	79
	32,761	2,632	672	–	36,065
<b>RESULTS</b>					
EBITDA	13,064	275	(649)	(302)	12,388
<b>OTHER INFORMATION</b>					
Capital expenditure (including property, plant and equipment and interests in leasehold land) incurred during the year	2,346	54	4	–	2,404

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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(Amount expressed in Hong Kong dollars unless otherwise stated)

**7 SEGMENT INFORMATION (CONTINUED)**

Information regarding the Group's reportable segments as provided to the Group's CODM is set out below: (continued)

In HK\$ million	2023				
	HKT	Media Business	Other Businesses	Eliminations	Consolidated
<b>REVENUE</b>					
External revenue	32,740	2,840	767	–	36,347
Inter-segment revenue	1,590	564	–	(2,154)	–
Total revenue	34,330	3,404	767	(2,154)	36,347
External revenue from contracts with customers:					
Timing of revenue recognition					
At a point in time	7,038	648	–	–	7,686
Over time	25,619	2,192	762	–	28,573
External revenue from other sources:					
Rental income	83	–	5	–	88
	32,740	2,840	767	–	36,347
<b>RESULTS</b>					
EBITDA	13,400	782	(697)	(654)	12,831
<b>OTHER INFORMATION</b>					
Capital expenditure (including property, plant and equipment and interests in leasehold land) incurred during the year	2,273	51	–	–	2,324



## 7 SEGMENT INFORMATION (CONTINUED)

A reconciliation of total segment EBITDA to profit before income tax is provided as follows:

In HK\$ million	2022	2023
Total segment EBITDA	12,388	<b>12,831</b>
Losses on disposal of property, plant and equipment and right-of-use assets, net	(2)	<b>(2)</b>
Depreciation and amortisation	(7,733)	<b>(7,863)</b>
Other (losses)/gains, net	(51)	<b>281</b>
Interest income	101	<b>165</b>
Finance costs	(1,826)	<b>(2,661)</b>
Share of results of associates and joint ventures	(278)	<b>(252)</b>
Profit before income tax from continuing operations	2,599	<b>2,499</b>

The following table sets out information about the geographical location of the Group's revenue from external customers. In presenting information on the basis of geographical segments, segment revenue is based on the geographical location that the Group derives revenue from customers.

In HK\$ million	2022	2023
Hong Kong (place of domicile)	28,613	<b>28,477</b>
Mainland and other parts of China	1,237	<b>1,590</b>
Singapore	1,491	<b>1,551</b>
Others	4,724	<b>4,729</b>
	36,065	<b>36,347</b>

As at 31 December 2023, the total of non-current assets, other than financial instruments and deferred income tax assets, located in Hong Kong was HK\$69,745 million (2022: HK\$66,171 million), and the total of these non-current assets located in other geographical locations was HK\$4,884 million (2022: HK\$5,589 million).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2023

(Amount expressed in Hong Kong dollars unless otherwise stated)

### 8 REVENUE

In HK\$ million	2022	2023
Revenue from contracts with customers	35,986	<b>36,259</b>
Revenue from other sources: rental income	79	<b>88</b>
	36,065	<b>36,347</b>

#### a. Revenue recognition in relation to contract liabilities

In HK\$ million	2022	2023
Revenue recognised that was included in the contract liability balance at the beginning of the year	1,529	<b>1,606</b>

#### b. Unsatisfied long-term fixed-price contracts

In HK\$ million	2022	2023
Aggregate amount of the transaction price allocated to long-term fixed-price contracts that are partially or fully unsatisfied as at 31 December	36,128	<b>33,645</b>

As at 31 December 2023, management expected that 34% and 25% (2022: 34% and 21%) of the transaction price allocated to the unsatisfied long-term fixed-price contracts would be recognised as revenue during the first and second year respectively after the end of the reporting period. The remaining 41% (2022: 45%) would be recognised as revenue in the periods afterward. The amount disclosed above does not include unsatisfied performance obligation that is related to the Group's contracts with customers with duration of one year or less and contracts with customers billed directly according to performance completed to date.

## 9 OTHER (LOSSES)/GAINS, NET

In HK\$ million	2022	2023
Fair value movement of derivative financial instruments	5	(31)
Fair value movement on financial assets at FVPL ( <i>note 25</i> )	(352)	169
Gain on partial disposal of interests in an associate, net ( <i>note 22</i> )	300	–
Gain on disposal of other financial assets	–	103
Other	(4)	40
	(51)	281

## 10 PROFIT BEFORE INCOME TAX

Profit before income tax was stated after charging and crediting the following:

### a. Staff costs

In HK\$ million	2022	2023
Salaries, bonuses and other benefits	3,076	2,948
Share-based compensation expenses	52	46
Retirement costs under defined contribution retirement schemes	363	338
Retirement costs under defined benefit retirement schemes	1	2
	3,492	3,334
Less: staff costs included in cost of sales	(902)	(868)
	2,590	2,466

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2023

(Amount expressed in Hong Kong dollars unless otherwise stated)

### 10 PROFIT BEFORE INCOME TAX (CONTINUED)

Profit before income tax was stated after charging and crediting the following: (continued)

#### b. Cost of sales

In HK\$ million	2022	2023
Cost of inventories sold	6,563	<b>6,954</b>
Connectivity costs	7,028	<b>7,043</b>
Staff costs	902	<b>868</b>
Provision for/(Write-back of provision for) inventory obsolescence, net	23	<b>(3)</b>
Others	3,398	<b>3,254</b>
	17,914	<b>18,116</b>

Included in other cost of sales were remuneration paid or payable to the Company's auditor of HK\$67 million (2022: HK\$61 million) for non-audit services.

#### c. General and administrative expenses

In HK\$ million	2022	2023
Staff costs	2,590	<b>2,466</b>
Impairment loss for trade receivables	133	<b>245</b>
Depreciation of property, plant and equipment	1,312	<b>1,385</b>
Depreciation of right-of-use assets – land and buildings	1,316	<b>1,296</b>
Depreciation of right-of-use assets – network capacity and equipment	132	<b>122</b>
Amortisation of land lease premium – interests in leasehold land	17	<b>17</b>
Amortisation of intangible assets	3,412	<b>3,456</b>
Amortisation of fulfilment costs	421	<b>386</b>
Amortisation of customer acquisition costs	1,123	<b>1,201</b>
Losses on disposal of property, plant and equipment and right-of-use assets, net	2	<b>2</b>
Exchange (gains)/losses, net	(33)	<b>153</b>
Less: cash flow hedges: transfer from equity	123	<b>(126)</b>
Less: fair value hedges: transfer to finance costs	(9)	<b>–</b>
Remuneration to the Company's auditor		
– audit and audit-related services	27	<b>26</b>
– non-audit services	5	<b>12</b>
Remuneration to other auditors		
– audit and audit-related services	13	<b>15</b>
– non-audit services	3	<b>11</b>
Others	2,911	<b>2,598</b>
	13,498	<b>13,265</b>

## 11 FINANCE COSTS

In HK\$ million	2022	2023
Interest expense, excluding interest expense on lease liabilities	1,716	<b>2,569</b>
Interest expense on lease liabilities	69	<b>88</b>
Notional accretion on carrier licence fee liabilities	95	<b>89</b>
Other finance costs	19	<b>10</b>
Fair value hedges: exchange difference transferred from exchange losses, net	9	–
Adjustment of borrowings attributable to foreign currency risk	(9)	–
Hedge ineffectiveness: cross currency swap contracts and foreign exchange forward contracts – cash flow hedges for foreign currency risk	59	<b>97</b>
Hedge ineffectiveness: interest rate swap contracts – cash flow hedges for interest rate risk	–	<b>(19)</b>
Hedge ineffectiveness: cross currency swap contracts – fair value hedges for interest rate risk and foreign currency risk	(11)	–
Cash flow hedges: transfer from equity	(22)	<b>(21)</b>
Unwind of derivative financial instruments	(8)	–
Impact of redesignation of fair value hedges	16	<b>4</b>
	1,933	<b>2,817</b>
Interest capitalised in property, plant and equipment and intangible assets ( <i>note a</i> )	(107)	<b>(156)</b>
	1,826	<b>2,661</b>

a. The capitalisation rates used to determine the amount of interest eligible for capitalisation in property, plant and equipment and intangible assets ranged from 3.52% to 5.19% for the year ended 31 December 2023 (2022: 3.00% to 4.37%).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2023

(Amount expressed in Hong Kong dollars unless otherwise stated)

### 12 DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS

Details of directors' emoluments are set out below:

#### a. Directors' emoluments – cash and cash equivalents paid/payable

In HK\$ million	2022							Total
	Directors' fee	Salaries	Allowances	Benefits in kind <sup>1</sup>	Bonuses <sup>2</sup>	Retirement schemes contributions	Share-based compensation <sup>3</sup>	
<b>Executive directors</b>								
Li Tzar Kai, Richard	–	–	–	0.04	–	–	–	0.04
Srinivas Bangalore Gangaiah <sup>4</sup>	–	2.01	0.28	0.02	24.68	0.19	3.25	30.43
Hui Hon Hing, Susanna	–	8.87	8.00	0.05	20.36	1.06	14.31	52.65 <sup>5</sup>
<b>Non-executive directors</b>								
Tse Sze Wing, Edmund	0.25	–	–	–	–	–	–	0.25
Wei Zhe, David	0.25	–	–	–	–	–	–	0.25
Mai Yanzhou <sup>6</sup>	0.20 <sup>7</sup>	–	–	–	–	–	–	0.20
Meng Shusen	0.25 <sup>8</sup>	–	–	–	–	–	–	0.25
Wang Fang	0.50 <sup>9</sup>	–	–	–	–	–	–	0.50
<b>Independent non-executive directors</b>								
Aman Mehta	1.13 <sup>10</sup>	–	–	–	–	–	–	1.13
Frances Waikwun Wong	0.62 <sup>11</sup>	–	–	–	–	–	–	0.62
Bryce Wayne Lee	0.25	–	–	–	–	–	–	0.25
Lars Eric Nils Rodert	0.25	–	–	–	–	–	–	0.25
David Christopher Chance	0.34 <sup>12</sup>	–	–	–	–	–	–	0.34
David Lawrence Herzog <sup>13</sup>	0.12	–	–	–	–	–	–	0.12
	4.16	10.88	8.28	0.11	45.04	1.25	17.56	87.28

#### Notes:

- Benefits in kind includes medical insurance premium and club membership fees, where applicable.
- Bonus amounts shown above represent the 2021 bonuses that were paid in 2022. It was determined by reference to the Group and the individual performance during the year ended 31 December 2021.
- Share-based compensation amounts shown above represent the aggregate fair values at the respective award dates of the PCCW Shares and/or Share Staped Units vested in 2022 for respective directors under the share award schemes.
- Retired as an executive director with effect from 28 February 2022.
- Represents the total emoluments receivable from both the Company and HKT for acting as the acting group managing director and group chief financial officer of the Company and the group managing director of HKT.
- Resigned as a non-executive director with effect from 30 May 2022.
- Fees receivable as a non-executive director of both the Company and HKT in 2022 were surrendered to a subsidiary of China United Network Communications Group Company Limited, in accordance with an arrangement between Mr Mai Yanzhou and China United Network Communications Group Company Limited, a substantial shareholder of the Company.
- Fee receivable as a non-executive director in 2022 was surrendered to a subsidiary of China United Network Communications Group Company Limited, in accordance with an arrangement between Ms Meng Shusen and China United Network Communications Group Company Limited, a substantial shareholder of the Company.
- Fees receivable as a non-executive director of both the Company and HKT in 2022 were surrendered to a subsidiary of China United Network Communications Group Company Limited, in accordance with an arrangement between Ms Wang Fang and China United Network Communications Group Company Limited, a substantial shareholder of the Company.
- Includes HK\$124,400 fee as Chairman of Nomination Committee, HK\$124,400 fee as Chairman of Audit Committee and HK\$124,400 fee as Chairman of Remuneration Committee of the Company as well as fees of HK\$248,800 and HK\$124,400 for acting as an independent non-executive director of HKT and Chairman of its Nomination Committee respectively.
- Includes fees of HK\$248,800 and HK\$124,400 for acting as an independent non-executive director of HKT and Chairperson of its Remuneration Committee respectively.
- Includes HK\$124,400 fee as independent non-executive Chairman of PCCW Media Limited, a subsidiary of the Company.
- Resigned as an independent non-executive director with effect from 24 June 2022.

## 12 DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (CONTINUED)

Details of directors' emoluments are set out below: (continued)

### a. Directors' emoluments – cash and cash equivalents paid/payable (continued)

In HK\$ million

	2023							Total
	Directors' fee	Salaries	Allowances	Benefits in kind <sup>1</sup>	Bonuses <sup>2</sup>	Retirement schemes contributions	Share-based compensation <sup>3</sup>	
<b>Executive directors</b>								
Li Tzar Kai, Richard	-	-	-	0.05	-	-	-	0.05
Hui Hon Hing, Susanna	-	10.23	12.41	0.05	18.07	1.23	15.94	57.93 <sup>4</sup>
<b>Non-executive directors</b>								
Tse Sze Wing, Edmund	0.25	-	-	-	-	-	-	0.25
Tang Yongbo <sup>5</sup>	0.20 <sup>6</sup>	-	-	-	-	-	-	0.20
Wei Zhe, David	0.25	-	-	-	-	-	-	0.25
Meng Shusen	0.25 <sup>7</sup>	-	-	-	-	-	-	0.25
Wang Fang	0.50 <sup>8</sup>	-	-	-	-	-	-	0.50
<b>Independent non-executive directors</b>								
Aman Mehta	1.00 <sup>9</sup>	-	0.53	-	-	-	-	1.53
Frances Waikwun Wong	0.62 <sup>10</sup>	-	-	-	-	-	-	0.62
Bryce Wayne Lee	0.25	-	0.13	-	-	-	-	0.38
Lars Eric Nils Rodert	0.25	-	0.13	-	-	-	-	0.38
David Christopher Chance	0.25	-	0.27	-	-	-	-	0.52
Sharhan Mohamed Muhseen Mohamed <sup>11</sup>	0.21	-	0.27	-	-	-	-	0.48
	4.03	10.23	13.74	0.10	18.07	1.23	15.94	63.34

#### Notes:

- Benefits in kind includes medical insurance premium and club membership fees, where applicable.
- Bonus amounts shown above represent the 2022 bonuses that were paid in 2023. It was determined by reference to the Group and the individual performance during the year ended 31 December 2022.
- Share-based compensation amounts shown above represent the aggregate fair values at the respective award dates of the PCCW Shares and/or Share Stipled Units vested in 2023 for respective directors under the share award schemes.
- Represents the total emoluments receivable from both the Company and HKT for acting as the acting group managing director and group chief financial officer of the Company and the group managing director of HKT.
- Appointed as a non-executive director with effect from 3 August 2023.
- Fees receivable as a non-executive director of both the Company and HKT in 2023 were surrendered to a subsidiary of China United Network Communications Group Company Limited, in accordance with an arrangement between Mr Tang Yongbo and China United Network Communications Group Company Limited, a substantial shareholder of the Company.
- Fee receivable as a non-executive director in 2023 was surrendered to a subsidiary of China United Network Communications Group Company Limited, in accordance with an arrangement between Ms Meng Shusen and China United Network Communications Group Company Limited, a substantial shareholder of the Company.
- Fees receivable as a non-executive director of both the Company and HKT in 2023 were surrendered to a subsidiary of China United Network Communications Group Company Limited, in accordance with an arrangement between Ms Wang Fang and China United Network Communications Group Company Limited, a substantial shareholder of the Company.
- Includes HK\$124,400 fee as Chairman of Nomination Committee, HK\$124,400 fee as Chairman of Audit Committee and HK\$124,400 fee as Chairman of Remuneration Committee of the Company as well as fees of HK\$248,800 and HK\$124,400 for acting as an independent non-executive director of HKT and Chairman of its Nomination Committee respectively.
- Includes fees of HK\$248,800 and HK\$124,400 for acting as an independent non-executive director of HKT and Chairperson of its Remuneration Committee respectively.
- Appointed as an independent non-executive director with effect from 24 February 2023.

## 12 DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (CONTINUED)

### b. Directors' other services

No other emoluments were paid to or receivable by any director in respect of directors' other services in connection with the management of the affairs of the Company or its subsidiary undertakings during the year ended 31 December 2023 (2022: nil).

### c. Directors' retirement benefits

No retirement benefits were paid to or receivable by any director during the year ended 31 December 2023 by a defined contribution retirement scheme operated by the Group in respect of services as a director of the Company and its subsidiaries.

Upon the retirement of Mr Srinivas Bangalore Gangaiah, retirement benefits were paid to him during the year ended 31 December 2022 by a defined contribution retirement scheme operated by the Group in respect of his services as a director of the Company and its subsidiaries.

No other retirement benefits were paid to or receivable by any director in respect of other services in connection with the management of the affairs of the Company or its subsidiary undertakings during the year ended 31 December 2023 (2022: nil).

### d. Directors' termination benefits

No payments or benefits in respect of the termination of directors' services were paid to or receivable by the directors during the year ended 31 December 2023 (2022: nil).

### e. Consideration provided to third parties for making available directors' services

No consideration was provided to or receivable by third parties for making available directors' services during the year ended 31 December 2023 (2022: nil).

### f. Information about loans, quasi-loans and other dealings entered into by the Company or subsidiary undertakings of the Company, where applicable, in favour of directors

There were no loans, quasi-loans or other dealings in favour of directors, their controlled bodies corporate and connected entities during the year ended 31 December 2023 (2022: nil).

### g. Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the reporting period or at any time during the year ended 31 December 2023 (2022: nil).



## 12 DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (CONTINUED)

### h. Individuals with highest emoluments

- i. Of the five individuals with the highest emoluments, one (2022: two) is a director of the Company whose emoluments are disclosed in note 12(a). The emoluments in respect of the four (2022: three) non-director individuals for the year ended 31 December 2023, were as follows:

In HK\$ million	2022	2023
Salaries, share-based compensation, allowances and benefits in kind	23	30
Bonuses	8	16
Retirement scheme contributions	2	2
	33	48

- ii. The emoluments of the four (2022: three) non-director individuals for the year ended 31 December 2023 were within the following emolument ranges:

	Number of individuals	
	2022	2023
HK\$7,500,001 – HK\$8,000,000	–	1
HK\$9,000,001 – HK\$9,500,000	1	–
HK\$9,500,001 – HK\$10,000,000	1	–
HK\$10,500,001 – HK\$11,000,000	–	1
HK\$11,500,001 – HK\$12,000,000	–	1
HK\$12,500,001 – HK\$13,000,000	1	–
HK\$18,500,001 – HK\$19,000,000	–	1
	3	4

## 13 INCOME TAX

### a. Income tax in the consolidated income statement represents:

In HK\$ million	2022	2023
Current income tax:		
Hong Kong profits tax		
– provision for current year	475	350
– under/(over) provision in respect of prior years	2	(392)
Overseas tax		
– provision for current year	51	71
– under provision in respect of prior years	–	2
Movement of deferred income tax	144	378
	672	409

Hong Kong profits tax is provided at the rate of 16.5% (2022: 16.5%) on the estimated assessable profits for the year.

Overseas tax is calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the respective jurisdictions.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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### 13 INCOME TAX (CONTINUED)

#### b. Reconciliation between income tax expense and accounting profit at applicable tax rate:

In HK\$ million	2022	2023
Profit before income tax	2,599	2,499
Notional tax on profit before income tax, calculated at the Hong Kong tax rate of 16.5% (2022: 16.5%)	429	412
Effect of different tax rates of subsidiaries operating overseas	(9)	1
Income not subject to tax	(66)	(50)
Expenses not deductible for tax purposes	449	505
Tax losses not recognised	277	267
Under/(Over) provision in respect of prior years, net	2	(390)
Utilisation of previously unrecognised tax losses	(4)	(10)
Recognition of previously unrecognised tax losses	(455)	(155)
Recognition of previously unrecognised temporary differences	59	10
Results of associates and joint ventures not deductible for tax purposes	46	42
Withholding tax and others	29	20
Corporate income tax incentives	(85)	(243)
Income tax expense	672	409

#### c. Pillar Two Income Taxes

In December 2021, OECD released the Pillar Two model rules (the Global Anti-Base Erosion Proposal, the “GloBE”) to reform international corporate taxation.

The Group is within the scope of OECD Pillar Two model rules. Pillar Two legislation has been enacted or substantively enacted in several jurisdictions in which the Group operates, including Belgium, Canada, France, Germany, Japan, Malaysia, South Korea, Sweden, Switzerland, the Netherlands, and the United Kingdom, and will come into effect on or after 1 January 2024. It is expected that Hong Kong will apply the Pillar Two model rules from 2025 onwards. Since the Pillar Two legislation was not effective at the reporting date, the Group has no related current tax exposure. The Group has applied the temporary mandatory exception to recognise and disclose information about deferred tax income assets and liabilities associated with Pillar Two Income Taxes, as provided in the amendments to HKAS 12 issued in July 2023.

Under the legislation, the Group is liable to pay a top-up tax for the difference between its GloBE effective tax rate (“ETR”) per jurisdiction and the 15% minimum rate. Given the complexities involved in calculating GloBE income for the year ended 31 December 2023, the Group has assessed the average ETR of the jurisdictions in which the Group operates based on the financial data for the year ended 31 December 2022. Based on the assessment, all jurisdictions in which the Group operates satisfied the Transitional CbCR Safe Harbour (as defined in the Safe Harbours and Penalty Relief released by OECD) criteria or have an average ETR beyond 15%, except for one jurisdiction.

The average ETR in that exceptional jurisdiction is less than 15%. However, that jurisdiction represents less than 0.05% of the Group’s consolidated revenue and therefore any top-up tax exposure that may arise would be immaterial. The Group will continue to monitor global developments and reassess potential impacts. It is also noted that the exceptional jurisdiction will impose corporate income tax at 15% effective beginning in 2025.

## 14 DIVIDENDS

In HK\$ million	2022	2023
Interim dividend declared and paid in respect of the current year of 9.77 HK cents (2022: 9.56 HK cents) per ordinary share	740	<b>756</b>
Less: dividend for PCCW Shares held by share award schemes	(2)	<b>(1)</b>
	738	<b>755</b>
Final dividend declared in respect of the previous financial year, approved and paid during the year of 28.48 HK cents (2022: 27.69 HK cents) per ordinary share	2,143	<b>2,204</b>
Less: dividend for PCCW Shares held by share award schemes	(4)	<b>(3)</b>
	2,139	<b>2,201</b>
	2,877	<b>2,956</b>
Final dividend proposed after the end of the reporting period of 28.48 HK cents (2022: 28.48 HK cents) per ordinary share	2,204	<b>2,204</b>

Final dividend proposed after the end of the reporting period is not recognised as a liability at the end of the reporting period.

## 15 EARNINGS/(LOSS) PER SHARE

The calculations of basic and diluted earnings/(loss) per share were based on the following data:

	2022	2023
<b>Earnings/(Loss)</b> (in HK\$ million)		
Earnings/(Loss) for the purpose of basic and diluted earnings/(loss) per share arising from:		
Continuing operations	(676)	<b>(471)</b>
Discontinued operations	834	–
	158	<b>(471)</b>
<b>Number of shares</b>		
Weighted average number of ordinary shares	7,736,432,770	<b>7,739,638,249</b>
Effect of PCCW Shares held under the Company's share award schemes	(11,939,202)	<b>(12,150,819)</b>
Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share	7,724,493,568	<b>7,727,487,430</b>
Effect of PCCW Shares awarded under the Company's share award schemes	5,815,152*	<b>5,319,566*</b>
Weighted average number of ordinary shares for the purpose of diluted earnings per share	7,730,308,720	<b>7,732,806,996</b>

\* The effect of PCCW Shares awarded under the Company's share award schemes would result in anti-dilutive effect on loss per share of continuing operations for the years ended 31 December 2022 and 2023.

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(Amount expressed in Hong Kong dollars unless otherwise stated)

**16 PROPERTY, PLANT AND EQUIPMENT**

In HK\$ million	2022					Total
	Land and buildings	Exchange equipment	Transmission plant	Other plant and equipment	Projects under construction	
<b>Cost</b>						
Beginning of year	1,599	16,675	25,128	16,618	2,601	62,621
Additions	–	389	269	490	1,277	2,425
Transfers	–	163	799	305	(1,267)	–
Disposals	–	(259)	(57)	(1,245)	–	(1,561)
Deconsolidation of subsidiaries (note 5)	(14)	(16)	–	(297)	–	(327)
Exchange differences	–	(38)	11	(53)	(2)	(82)
End of year	1,585	16,914	26,150	15,818	2,609	63,076
<b>Accumulated depreciation and impairment</b>						
Beginning of year	945	10,704	13,427	11,679	–	36,755
Charge for the year	37	412	484	423	–	1,356
Disposals	–	(257)	(55)	(1,244)	–	(1,556)
Deconsolidation of subsidiaries (note 5)	(12)	(9)	–	(209)	–	(230)
Exchange differences	–	(32)	3	(52)	–	(81)
End of year	970	10,818	13,859	10,597	–	36,244
<b>Net book value</b>						
End of year	615	6,096	12,291	5,221	2,609	26,832
Beginning of year	654	5,971	11,701	4,939	2,601	25,866

## 16 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

In HK\$ million	2023					Total
	Land and buildings	Exchange equipment	Transmission plant	Other plant and equipment	Projects under construction	
<b>Cost</b>						
Beginning of year	1,585	16,914	26,150	15,818	2,609	63,076
Additions	–	290	383	397	1,254	2,324
Transfers	–	102	521	309	(932)	–
Disposals	–	(734)	(132)	(285)	–	(1,151)
Exchange differences	–	2	56	(38)	14	34
End of year	1,585	16,574	26,978	16,201	2,945	64,283
<b>Accumulated depreciation and impairment</b>						
Beginning of year	970	10,818	13,859	10,597	–	36,244
Charge for the year	36	419	533	397	–	1,385
Disposals	–	(731)	(131)	(280)	–	(1,142)
Exchange differences	–	1	42	(34)	–	9
End of year	1,006	10,507	14,303	10,680	–	36,496
<b>Net book value</b>						
End of year	579	6,067	12,675	5,521	2,945	27,787
Beginning of year	615	6,096	12,291	5,221	2,609	26,832

The depreciation charge for the year is included in general and administrative expenses in the consolidated income statement.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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### 17 RIGHT-OF-USE ASSETS

In HK\$ million	2022	2023
Land and buildings	1,755	<b>1,833</b>
Network capacity and equipment	285	<b>241</b>
<b>Total</b>	<b>2,040</b>	<b>2,074</b>

The Group obtains right to control the use of various land and buildings, and network capacity and equipment for a period of time through lease arrangements. Lease arrangements are negotiated on an individual basis and contain a wide range of different terms and conditions including lease payments and lease terms ranging from 1 to 14 years for land and buildings, and from 1 to 15 years for network capacity and equipment. Except for lease covenants mainly related to the maintenance and use of the leased assets that are commonly found in lease arrangements, there are no other covenants or restrictions imposed by the lease agreements. The leased assets may not be used as security for borrowing purposes.

Additions to the right-of-use assets during the year ended 31 December 2023 were HK\$1,464 million (2022: HK\$1,300 million).

During the year ended 31 December 2023, total cash outflow for leases amounted to HK\$1,607 million (2022: HK\$1,630 million), which included cash outflow for short-term lease expenses amounted to HK\$89 million (2022: HK\$104 million) that were recognised in the consolidated income statement.

The depreciation charge for the year is included in general and administrative expenses in the consolidated income statement.

### 18 INTERESTS IN LEASEHOLD LAND

In HK\$ million	2022	2023
<b>Cost</b>		
Beginning of year	809	<b>802</b>
Deconsolidation of subsidiaries (note 5)	(7)	–
End of year	802	<b>802</b>
<b>Accumulated amortisation</b>		
Beginning of year	480	<b>494</b>
Charge for the year	17	<b>17</b>
Deconsolidation of subsidiaries (note 5)	(3)	–
End of year	494	<b>511</b>
<b>Net book value</b>		
End of year	308	<b>291</b>
Beginning of year	329	<b>308</b>

## 19 GOODWILL

In HK\$ million	2022	2023
<b>Cost</b>		
Beginning of year	18,402	<b>18,029</b>
Deconsolidation of subsidiaries ( <i>note 5</i> )	(367)	–
Exchange differences	(6)	<b>5</b>
End of year	18,029	<b>18,034</b>
<b>Accumulated impairment</b>		
Beginning of year	154	<b>58</b>
Deconsolidation of subsidiaries ( <i>note 5</i> )	(96)	–
End of year	58	<b>58</b>
<b>Carrying amount</b>		
End of year	17,971	<b>17,976</b>
Beginning of year	18,248	<b>17,971</b>

### Impairment tests for CGUs containing goodwill

Goodwill was allocated to the Group's CGUs identified according to operating segments as follows:

In HK\$ million	2022	2023
HKT		
Mobile	15,591	<b>15,591</b>
Global Business	797	<b>801</b>
Local telephony and data services	250	<b>249</b>
Pay-TV Business	162	<b>162</b>
	16,800	<b>16,803</b>
Media Business		
OTT Business	1,023	<b>1,025</b>
Other Businesses*	148	<b>148</b>
Total	17,971	<b>17,976</b>

\* Exclude corporate support functions

## 19 GOODWILL (CONTINUED)

### Impairment tests for CGUs containing goodwill (continued)

The recoverable amounts of the CGUs are determined based on value-in-use calculations. For the year ended 31 December 2023, these calculations use cash flow projections based on financial budgets approved by management generally covering a 5-year period, except for the CGUs engaged in Other Businesses of which a period of 10 years to take into account the contract life of the remaining contracts retained following the discontinuation of the ITS Business.

The key assumptions used for the value-in-use calculation of Mobile include average revenue growth rate of 2% (2022: 2%), average EBITDA growth rate of 2% (2022: 2%), estimated terminal growth rate of 2% (2022: 2%) and pre-tax discount rate of 14% (2022: 12%).

The key assumptions used for the value-in-use calculation of Global Business include average revenue growth rate of 2% (2022: 2%), average EBITDA growth rate of 8% (2022: 2%) based on past performance and taking into account expectation of future business and market developments, estimated terminal growth rate of 3% (2022: 3%) and pre-tax discount rate of 15% (2022: 15%).

The key assumptions used for the value-in-use calculation of Local telephony and data services include average revenue growth rate of 1% (2022: 2%), average EBITDA growth rate of 1% (2022: 2%), estimated terminal growth rate of 1% (2022: 1%) and pre-tax discount rate of 9% (2022: 9%).

The key assumptions used for the value-in-use calculation of Pay-TV Business include average revenue growth rate of 1% (2022: 1%), average EBITDA growth rate of 5% (2022: 6%), estimated terminal growth rate of 1% (2022: 1%) and pre-tax discount rate of 20% (2022: 20%).

The key assumptions used for the value-in-use calculation of OTT Business include average revenue growth rate of 18% (2022: 18%), average EBITDA growth rate of 37% (2022: 64%) based on past performance and taking into account expectation of future business and market developments, estimated terminal growth rate of 4% (2022: 4%) and pre-tax discount rate of 22% (2022: 19%) which reflected assessment of time value of money and specific risks premium of the business.

The key assumptions used for the value-in-use calculation of Other Businesses (exclude corporate support functions) include average revenue growth rate of 5% (2022: 1%) based on past performance and taking into account expectation of future business and market developments, average EBITDA growth rate of 11% (2022: 12%) and pre-tax discount rate of 17% (2022: 19%) which reflected assessment of time value of money and specific risks premium of the business.

The average revenue and EBITDA growth rates used are based on the financial budgets approved by management, taking into account the market growth rate, past experience, growth target of each CGU, as well as expected efficiency improvements. The terminal growth rates used to extrapolate the cash flows beyond the financial budgets period are based on the long-term average growth rates for the businesses in which the CGUs operate. The pre-tax discount rates used reflect specific risks relating to the relevant CGU.

There was no impairment required from the review on goodwill. A reasonably possible change in assumptions would not result in impairment and as such disclosure of sensitivity analysis is not considered necessary.



## 20 INTANGIBLE ASSETS

In HK\$ million	2022						Total
	Trademarks	Capitalised programme costs	Carrier licences	Customer base	Software	Others	
<b>Cost</b>							
Beginning of year	2,920	4,661	8,324	3,153	13,547	42	32,647
Additions	–	1,854	193	–	2,232	3	4,282
Write-off	–	(957)	(52)	(2,716)	–	–	(3,725)
Deconsolidation of subsidiaries (note 5)	–	–	–	(86)	(1,168)	(2)	(1,256)
Exchange differences	(5)	(8)	–	–	–	–	(13)
End of year	2,915	5,550	8,465	351	14,611	43	31,935
<b>Accumulated amortisation and impairment</b>							
Beginning of year	2,058	3,419	2,337	2,884	3,352	25	14,075
Charge for the year	70	1,561	623	100	1,132	1	3,487
Write-off	–	(957)	(52)	(2,716)	–	–	(3,725)
Deconsolidation of subsidiaries (note 5)	–	–	–	(39)	(192)	(2)	(233)
Exchange differences	(3)	(8)	–	1	–	–	(10)
End of year	2,125	4,015	2,908	230	4,292	24	13,594
<b>Net book value</b>							
End of year	790	1,535	5,557	121	10,319	19	18,341
Beginning of year	862	1,242	5,987	269	10,195	17	18,572

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### 20 INTANGIBLE ASSETS (CONTINUED)

In HK\$ million	2023						Total
	Trademarks	Capitalised programme costs	Carrier licences	Customer base	Software	Others	
<b>Cost</b>							
Beginning of year	2,915	5,550	8,465	351	14,611	43	31,935
Additions	–	1,972	50	–	3,165	212	5,399
Write-off	–	(819)	(50)	–	(28)	–	(897)
Exchange differences	4	–	–	–	–	–	4
End of year	2,919	6,703	8,465	351	17,748	255	36,441
<b>Accumulated amortisation and impairment</b>							
Beginning of year	2,125	4,015	2,908	230	4,292	24	13,594
Charge for the year	71	1,851	625	28	845	36	3,456
Write-off	–	(819)	(50)	–	(28)	–	(897)
Exchange differences	2	–	–	–	–	–	2
End of year	2,198	5,047	3,483	258	5,109	60	16,155
<b>Net book value</b>							
End of year	721	1,656	4,982	93	12,639	195	20,286
Beginning of year	790	1,535	5,557	121	10,319	19	18,341

The amortisation charge for the year is included in general and administrative expenses in the consolidated income statement.

As at 31 December 2022 and 2023, no impairment loss was recognised for the intangible assets. Impairment assessments for intangible assets are performed as part of the impairment assessments for the corresponding CGUs. For details of the accounting policies and the impairment assessments, please refer to notes 2(n)(ii) and 19.

## 21 INTERESTS IN SUBSIDIARIES

a. Particulars of the principal subsidiaries of the Company as at 31 December 2023 are as follows:

Company name	Place of incorporation/ operations	Principal activities	Amount of issued capital/ registered capital	Interest held by		
				the Company Directly	Indirectly	non- controlling interests
HKT Limited	Cayman Islands/ Hong Kong	Investment holding	HK\$3,789,871.167 ordinary shares and HK\$3,789,871.167 preference shares	–	52.5%	47.5%
HKT Group Holdings Limited <sup>3</sup> ("HKTGH")	Cayman Islands	Investment holding	US\$636,000,030	–	52.5%	47.5%
Hong Kong Telecommunications (HKT) Limited <sup>3</sup> ("HKTL")	Hong Kong	Provision of telecommunications services	HK\$9,945,156,001	–	52.5%	47.5%
HKT Services Limited <sup>3</sup>	Hong Kong	Provision of management services to group companies	HK\$1	–	52.5%	47.5%
Esencia Investments Limited	British Virgin Islands	Investment holding	US\$2	–	100%	–
Great Epoch Holdings Limited	British Virgin Islands	Investment holding	US\$8	–	100%	–
CSL Mobile Limited <sup>3</sup>	Hong Kong	Provision of mobile services to its customers and the sale of mobile handsets and accessories	HK\$7,900,280,100 ordinary shares and HK\$1,254,000,000 non-voting deferred shares	–	52.5%	47.5%
PCCW Media Limited <sup>3</sup>	Hong Kong	Provision of pay television programme services, interactive multimedia services, the sale of advertising in various telephone directories, the publishing of those directories in Hong Kong and the sale of advertising on the Internet	HK\$8,041,216,269 ordinary shares, HK\$1 "A" Class share and HK\$4 "B" Class shares	–	52.5%	47.5%
PCCW Content Limited <sup>3</sup>	Hong Kong	Distribution of media content	HK\$1	–	52.5%	47.5%
PCCW OTT (Hong Kong) Limited	Hong Kong	Provision of interactive multimedia services	HK\$1	–	72.7%	27.3%

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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### 21 INTERESTS IN SUBSIDIARIES (CONTINUED)

a. Particulars of the principal subsidiaries of the Company as at 31 December 2023 are as follows: (continued)

Company name	Place of incorporation/ operations	Principal activities	Amount of issued capital/ registered capital	Interest held by		
				the Company Directly	Indirectly	non- controlling interests
PCCW OTT (Singapore) Pte. Ltd.	Singapore	(a) Provide mobile video on demand and advertising services through OTT platform; and  (b) Bring in international artistes for organising events in Singapore and other countries	S\$77,189,301.67	–	72.7%	27.3%
PCCW OTT (Thailand) Company Limited	Thailand	(a) Providing content related services in Thailand through digital platforms including online streaming and downloading for TV shows, movies, music and other types of contents to users; and  (b) Providing lease of space in Thailand on digital platforms including websites, mobile applications and other Internet-based platforms to customers	THB560,055,235	–	72.7%	27.3%
PCCW OTT (Philippines), Inc.	Philippines	To own and develop an online and mobile application platform; provide information technology-enabled services, information technology-related services, value added services, customer care, and other customer related services, and provide such other support services as may be necessary or incidental to the accomplishment of the above purposes of the corporation	PHP10,000,000	–	72.7%	27.3%
HK Television Entertainment Company Limited <sup>4</sup> (“HKTVE”)	Hong Kong	Provision of broadcasting and related services	HK\$50 “A” Class shares (non-voting), HK\$100 “B” Class shares (voting) and HK\$50 “C” Class shares (non-voting)	–	100%	–
MakerVille Company Limited	Hong Kong	Content production, talent management and entertainment business	HK\$1	–	100%	–

## 21 INTERESTS IN SUBSIDIARIES (CONTINUED)

a. Particulars of the principal subsidiaries of the Company as at 31 December 2023 are as follows: (continued)

Company name	Place of incorporation/ operations	Principal activities	Amount of issued capital/ registered capital	Interest held by		
				the Company Directly	Indirectly	non- controlling interests
PC Music Holdings Limited	British Virgin Islands	Investment holding	US\$11	–	100%	–
Vuclip, Inc.	California, U.S.	Management and engineering support services	US\$1	–	72.7%	27.3%
HKT Teleservices International Limited <sup>3</sup>	Hong Kong	Provision of customer relationship management and customer contact management solutions and services	HK\$350,000,002	–	52.5%	47.5%
北京訊通通信服務有限公司 <sup>2,3</sup> (Beijing Xun Tong HKT Communications Services (China) Limited*.*#)	The People's Republic of China (the "PRC")	Provision of telecommunications services, internet information services and computer system services	RMB10,000,000	–	26.3%	73.7%
廣州電盈綜合客戶服務技術發展有限公司 <sup>1,3</sup> (PCCW Customer Management Technology and Services (Guangzhou) Limited*)	The PRC	Customer service and consultancy	HK\$93,240,000	–	52.5%	47.5%
PCCW (Macau), Limitada <sup>2,3</sup>	Macau	Selling customer premises equipment and related solutions, conducting systems integration projects and providing outsourced contact centre services	MOP2,000,000	–	39.4%	60.6%
PCCW Global B.V. <sup>3</sup>	Netherlands/France	Sales, distribution and marketing of telecommunications services and products	EUR18,000	–	52.5%	47.5%
PCCW Global (Japan) K.K. <sup>3</sup>	Japan	Provision of telecommunications services	JPY10,000,000	–	52.5%	47.5%
PCCW Global (HK) Limited <sup>3</sup>	Hong Kong	Provision of satellite-based and network-based telecommunications services	HK\$10	–	52.5%	47.5%
PCCW Global Limited <sup>3</sup>	Hong Kong/Dubai Media City	Provision of network-based telecommunications services	HK\$240,016,690.65	–	52.5%	47.5%
PCCW Global, Inc. <sup>3</sup>	Delaware, U.S.	Provision of voice and network-based telecommunications services, and technical consulting and engineering services	US\$18.01	–	52.5%	47.5%

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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### 21 INTERESTS IN SUBSIDIARIES (CONTINUED)

a. Particulars of the principal subsidiaries of the Company as at 31 December 2023 are as follows: (continued)

Company name	Place of incorporation/ operations	Principal activities	Amount of issued capital/ registered capital	Interest held by		
				the Company Directly	Indirectly	non- controlling interests
HKT Global (Singapore) Pte. Ltd. <sup>3</sup>	Singapore/Malaysia	Provision of telecommunications solutions related services	S\$260,960,522.64	–	52.5%	47.5%
Gateway Global Communications Limited <sup>3</sup>	United Kingdom	Provision of network-based telecommunications services to external customers and related companies	GBP2	–	52.5%	47.5%
Sun Mobile Limited <sup>2,3</sup>	Hong Kong	Provision of mobile telecommunications services to customers in Hong Kong	HK\$41,600,002	–	31.5%	68.5%
Club HKT Limited <sup>3</sup>	Hong Kong	Operating customer loyalty programme and online merchandise sales in Hong Kong	HK\$1	–	52.5%	47.5%
PCCW Solutions Limited	Hong Kong	Provision of computer services and IP/IT related value-added services to business customers	HK\$5,746,470,779.77	–	80%	20%

\* Unofficial company name

# Unofficial company name previously known as “Beijing Xun Tong Communications Services Limited”

Certain subsidiaries which do not materially affect the results or financial position of the Group are not included in the above.

#### Notes:

- 1 Represents a wholly-foreign owned enterprise.
- 2 These companies are consolidated by the Group as the Group owns more than one half of the shareholders' voting rights and/or more than one half of the voting rights in the board of directors of these companies.
- 3 These companies are subsidiaries of HKT Trust and HKT, the Share Stapled Units of which are listed on the main board of the Stock Exchange, which prepares its consolidated financial statements for HKT Trust, HKT and its subsidiaries (collectively the “HKT Group”) in accordance with Hong Kong Financial Reporting Standards.
- 4 Pursuant to the Hong Kong Companies Ordinance (Cap. 622), HKTVE is treated by PCCW as a subsidiary as defined therein.

## 21 INTERESTS IN SUBSIDIARIES (CONTINUED)

### b. Summarised financial information of subsidiaries with material non-controlling interests

Set out below is the summarised consolidated financial information of the (i) HKT Group, and (ii) PNSL and its subsidiaries (the “PNSL Group”), which are subsidiaries that have non-controlling interests that are material to the Group.

Summarised statements of financial position are as follows:

In HK\$ million	HKT Group 2022	2023	PNSL Group 2022	2023
Non-current assets	100,035	<b>102,675</b>	1,213	<b>2,245</b>
Current assets	11,160	<b>9,443</b>	2,874	<b>1,565</b>
Total assets	111,195	<b>112,118</b>	4,087	<b>3,810</b>
Current liabilities	(22,609)	<b>(20,129)</b>	(1,085)	<b>(618)</b>
Non-current liabilities	(52,157)	<b>(56,607)</b>	(12)	<b>(1)</b>
Net assets	36,429	<b>35,382</b>	2,990	<b>3,191</b>
Non-controlling interests	(60)	<b>(70)</b>	–	–
Net assets after non-controlling interests	36,369	<b>35,312</b>	2,990	<b>3,191</b>

Summarised financial information is as follows:

In HK\$ million	HKT Group 2022	2023	PNSL Group 2022 (Note)	2023
Revenue	34,125	<b>34,330</b>	672	<b>1,411</b>
Profit before income tax	5,560	<b>5,508</b>	103	<b>66</b>
Income tax	(641)	<b>(496)</b>	11	<b>138</b>
Profit for the year	4,919	<b>5,012</b>	114	<b>204</b>
Other comprehensive loss	(157)	<b>(360)</b>	–	<b>(3)</b>
Total comprehensive income	4,762	<b>4,652</b>	114	<b>201</b>
Non-controlling interests	(18)	<b>(21)</b>	–	–
Total comprehensive income after non-controlling interests	4,744	<b>4,631</b>	114	<b>201</b>
Dividends paid to non-controlling interests	2,688	<b>2,728</b>	–	–

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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(Amount expressed in Hong Kong dollars unless otherwise stated)

### 21 INTERESTS IN SUBSIDIARIES (CONTINUED)

#### b. Summarised financial information of subsidiaries with material non-controlling interests (continued)

Summarised cash flows are as follows:

In HK\$ million	HKT Group 2022	2023	PNSL Group 2022 (Note)	2023
<b>Cash flows from operating activities</b>				
Cash generated from operations	10,757	<b>11,527</b>	29	<b>841</b>
Interest received	18	<b>41</b>	–	–
Income tax paid, net of tax refund	(84)	<b>(307)</b>	–	–
Net cash generated from operating activities	10,691	<b>11,261</b>	29	<b>841</b>
<b>Net cash used in investing activities</b>	(4,842)	<b>(5,214)</b>	(17)	<b>(842)</b>
<b>Net cash used in financing activities</b>	(6,220)	<b>(6,406)</b>	(7)	–
<b>Net (decrease)/increase in cash and cash equivalents</b>	(371)	<b>(359)</b>	5	<b>(1)</b>
Exchange differences	(43)	<b>(8)</b>	–	<b>(3)</b>
Cash and cash equivalents as at 1 January	2,411	<b>1,997</b>	8	<b>13</b>
Cash and cash equivalents as at 31 December	1,997	<b>1,630</b>	13	<b>9</b>

The information above represents amounts before inter-company eliminations and group consolidation adjustments.

The total comprehensive income after group consolidation adjustments of the HKT Group for the year ended 31 December 2023 was HK\$4,609 million (2022: HK\$4,729 million), of which HK\$2,213 million (2022: HK\$2,282 million) was allocated to the non-controlling interests.

The total comprehensive income after group consolidation adjustments of the PNSL Group for the year ended 31 December 2023 was HK\$201 million (2022: HK\$114 million (Note)), of which HK\$40 million (2022: HK\$23 million (Note)) was allocated to the non-controlling interests.

The net assets after non-controlling interests and group consolidation adjustments of the HKT Group as at 31 December 2023 was HK\$291 million (2022: HK\$1,361 million) and PNSL Group as at 31 December 2023 was HK\$3,191 million (2022: HK\$2,990 million). The non-controlling interests of the Group included HK\$208 million (2022: HK\$709 million) and HK\$638 million (2022: HK\$598 million) attributable to the HKT Group and PNSL Group respectively.

**Note:** As disclosed in note 5, the divestment of 20% interest in PNSL was completed on 12 August 2022. The financial results and cash flows of PNSL Group presented are for the financial period from 13 August 2022 to 31 December 2022.



## 22 INTERESTS IN ASSOCIATES

In HK\$ million	2022	2023
Share of net assets of associates	2,624	<b>2,383</b>
Loan due from an associate	7	<b>7</b>
	2,631	<b>2,390</b>
Provision for impairment	(125)	<b>(109)</b>
	2,506	<b>2,281</b>

During the year ended 31 December 2022, LPSL became an associate of the Group, fair value of the Group's interest in LPSL of HK\$978 million (see note 5) was recognised as interests in associates.

During the year ended 31 December 2023, the Group made investments in an associate engaged in business in the provision of virtual banking services of HK\$303 million (2022: HK\$253 million).

During the year ended 31 December 2022, the Group completed the sale of 22% interest in 石化盈科信息技術有限責任公司 (Petro-CyberWorks Information Technology Company Limited\*) ("PCITC") to an independent third party for a cash consideration of RMB561 million (equivalent to approximately HK\$658 million) and a gain on disposal of HK\$300 million was recognised in the consolidated income statement (see note 9). Following the sale, the Group's interest in PCITC decreased from 45% to 23%.

During the year ended 31 December 2023, the Group has established an venture capital organisation to hold its remaining interests in PCITC, and remeasured such interests with a carrying value of HK\$357 million as financial assets at FVPL (see note 25).

As at 31 December 2023, loan due from an associate of HK\$7 million (2022: HK\$7 million), is secured, bears interest at 8% per annum (2022: same) and is repayable within 1 year (2022: same). The loan is considered as equity in nature for which full provision for impairment has been made as at 31 December 2022 and 2023.

During the year ended 31 December 2023, no provision for impairment was recognised for interests in associates in the consolidated income statement (2022: nil).

\* Unofficial company name

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### 22 INTERESTS IN ASSOCIATES (CONTINUED)

a. Particulars of the principal associates of the Group as at 31 December 2023 are as follows:

Company name	Principal place of business/ place of incorporation	Principal activities	Amount of issued capital/ registered capital	Interest held by the Company		Measurement method
				Directly	Indirectly	
Pacific Century Premium Developments Limited	Hong Kong/Bermuda	Development and management of premium-grade property and infrastructure projects and premium-grade property investments	HK\$1,019,118,371.60	–	30.1%	Equity
Lenovo PCCW Solutions Limited (“LPSL”)	British Virgin Islands	Investment holding in companies engaged in provision of information technology services, including but not limited to digital and managed services, technology services and business process outsourcing	US\$25	–	#20.0%	Equity

# The Group held 16.0% effective interest through its non-wholly owned subsidiary in the equity of LPSL as at 31 December 2023.

PCPD's shares are listed on the main board of the Stock Exchange. As at 31 December 2023, the fair value of the Group's interests in PCPD amounted to HK\$150 million (2022: HK\$230 million) based on the closing price of PCPD's shares quoted at the Stock Exchange.

LPSL is a private company and there is no quoted market price available for its shares.

#### b. Contingent liabilities in respect of associates

As at 31 December 2023, the Group had given a partial guarantee to a bank in respect of a credit facility granted to an associate of the Group amounting to HK\$780 million (2022: nil), of which HK\$470 million (2022: nil) had been utilised by the associate. The Group's share of guarantee for the utilised amount was approximately HK\$141 million (2022: nil) determined based on the percentage of interest held by the Group in the associate. The guarantee amount is expected to increase up to approximately HK\$235 million if the credit facility is fully utilised.

As at 31 December 2023, the Group's effective share of the contingent liabilities of associates relating to performance guarantees was HK\$20 million (2022: HK\$10 million).

## 22 INTERESTS IN ASSOCIATES (CONTINUED)

### c. Summarised unaudited financial information of the Group's associates

As at 31 December 2023, non-current assets, current assets, current liabilities and non-current liabilities of one material associate to the Group amounted to HK\$1,417 million, HK\$2,040 million, HK\$1,163 million and HK\$392 million respectively.

For the year ended 31 December 2023, the revenue, profit after income tax, other comprehensive loss and total comprehensive income of one material associate to the Group were HK\$3,728 million, HK\$327 million, HK\$10 million and HK\$317 million respectively.

For the year ended 31 December 2023, the aggregate net amounts of the Group's share of loss after income tax, other comprehensive loss and total comprehensive loss of the individually immaterial associates that are accounted for using the equity method were HK\$301 million (2022: HK\$287 million), HK\$21 million (2022: nil) and HK\$322 million (2022: HK\$287 million), respectively.

### d. Reconciliation of summarised unaudited financial information of the Group's associates

As at 31 December 2023, the carrying amount of one material associate to the Group represented 20% equity interest in the net assets and fair value adjustment and goodwill, totalling HK\$1,158 million.

As at 31 December 2023, the aggregate carrying amount of interests in individually immaterial associates that are accounted for using the equity method was HK\$1,123 million (2022: HK\$1,501 million).

During the year ended 31 December 2023, the Group did not have any unrecognised share of losses of associates (2022: nil). As at 31 December 2023, there was no accumulated share of losses of the associates unrecognised by the Group (2022: nil).

## 23 INTERESTS IN JOINT VENTURES

In HK\$ million	2022	2023
Share of net assets of joint ventures	2,914	<b>2,911</b>
Loan due from a joint venture	195	<b>156</b>
Amounts due from joint ventures	1	–
	3,110	<b>3,067</b>
Provision for impairment	(2,783)	<b>(2,766)</b>
	327	<b>301</b>

During the year ended 31 December 2023, the Group made an investment in a joint venture engaged in business in the provision of the electronic vehicle charging solutions of HK\$30 million (2022: nil).

As at 31 December 2023, the loan due from a joint venture of HK\$156 million (2022: HK\$195 million) bears interest at HIBOR plus 3% per annum (2022: same). The loan is unsecured and has no fixed repayment terms. The amount is considered as part of the interests in joint ventures.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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(Amount expressed in Hong Kong dollars unless otherwise stated)

### 23 INTERESTS IN JOINT VENTURES (CONTINUED)

a. As at 31 December 2023, the Group considered that there were no principal joint ventures (2022: one).

#### b. Commitments and contingent liabilities in respect of joint ventures

As at 31 December 2023, the Group's commitments in respect of joint ventures are as follows:

In HK\$ million	2022	2023
The Group's commitments to provide funding	34	45
The Group's share of its joint ventures' capital commitments authorised and contracted for acquisition of property, plant and equipment, based on the Group's effective interest	9	13
The Group's share of its joint ventures' other commitments, based on the Group's effective interest	13	9

There were no contingent liabilities relating to the Group's interests in the joint ventures. As at 31 December 2023, the Group had no effective share of contingent liabilities of the joint ventures (2022: nil).

#### c. Summarised unaudited financial information of the Group's joint ventures

For the year ended 31 December 2023, the aggregate net amounts of the Group's share of loss after income tax, other comprehensive loss and total comprehensive loss of the individually immaterial joint ventures that are accounted for using the equity method were HK\$16 million (2022: HK\$18 million), HK\$1 million (2022: HK\$5 million) and HK\$17 million (2022: HK\$23 million), respectively.

#### d. Reconciliation of summarised unaudited financial information of the Group's joint ventures

As at 31 December 2023, the aggregate carrying amount of interests in individually immaterial joint ventures that are accounted for using the equity method was HK\$301 million (2022: HK\$327 million).

During the year ended 31 December 2023, the Group did not have any unrecognised share of losses of joint ventures (2022: nil).

As at 31 December 2023, the Group had unrecognised accumulated share of losses of the joint ventures of HK\$1 million (2022: HK\$1 million).

## 24 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

In HK\$ million	2022	2023
Beginning of year	124	701
Additions	637	299
Disposal	–	(566)
Fair value losses recognised in financial assets at FVOCI reserve	(60)	(215)
End of year	701	219
<b>Non-current assets</b>		
Listed securities	554	89
Unlisted securities	147	130
	701	219

As at 31 December 2023, financial assets at FVOCI comprised equity investments which are held for strategic purposes (2022: same).

## 25 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

In HK\$ million	2022	2023
Beginning of year	1,731	2,804
Additions	1,460	552
Disposals	(35)	(475)
Fair value (losses)/gains recognised in other (losses)/gains, net	(352)	169
End of year	2,804	3,050
<b>Non-current assets</b>		
Listed securities	19	21
Unlisted securities	2,785	3,029
	2,804	3,050

Financial assets at FVPL mainly comprise:

- debt instruments that do not qualify for measurement either at amortised cost or at FVOCI;
- equity investments for which the Group has not elected to recognise fair value gains and losses through other comprehensive income; and
- investments in associates which the Group was exempted from applying the equity method to this investment and it was measured as financial assets at fair value through profit or loss.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2023

(Amount expressed in Hong Kong dollars unless otherwise stated)

### 26 OTHER FINANCIAL ASSETS

In HK\$ million	2022	2023
Beginning of year	1,341	1,596
Additions	254	60
Disposals	–	(289)
Exchange differences	1	2
End of year	1,596	1,369
<b>Non-current assets</b>		
Listed securities	1,570	1,369
Unlisted securities	26	–
	1,596	1,369

Other financial assets mainly comprise debt instruments, are carried at amortised cost.

### 27 OTHER NON-CURRENT ASSETS

In HK\$ million	2022	2023
Prepayments	628	472
Deposits	134	125
Others	11	18
	773	615

As at 31 December 2023, included in prepayments were prepaid programme costs of HK\$33 million (2022: HK\$177 million).

### 28 CURRENT ASSETS AND LIABILITIES

#### a. Restricted cash

As at 31 December 2023, restricted cash included a cash balance of HK\$211 million (2022: HK\$375 million) which has been mainly received from and restricted for the use of certain customers.

#### b. Prepayments, deposits and other current assets

In HK\$ million	2022	2023
Prepayments	1,104	1,026
Deposits	394	427
Other current assets	2,337	2,567
	3,835	4,020

As at 31 December 2023, included in prepayments were prepaid programme costs of HK\$112 million (2022: HK\$254 million).

## 28 CURRENT ASSETS AND LIABILITIES (CONTINUED)

### c. Inventories

In HK\$ million	2022	2023
Purchased parts and materials	1,387	1,224
Finished goods	632	354
Consumable inventories	46	30
	2,065	1,608

### d. Trade receivables, net

In HK\$ million	2022	2023
Trade receivables (note i)	4,890	4,467
Less: loss allowance (note ii)	(288)	(332)
Trade receivables, net	4,602	4,135

The balance represents amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 days from the date of invoice and therefore are all classified as current. Details about the Group's impairment policies are provided in note 2(n)(i).

As at 31 December 2023, included in trade receivables, net were amounts due from related parties of HK\$112 million (2022: HK\$66 million).

#### i. The ageing of trade receivables based on the date of invoice is set out below:

In HK\$ million	2022	2023
1 – 30 days	2,816	2,525
31 – 60 days	736	652
61 – 90 days	256	231
91 – 120 days	162	191
Over 120 days	920	868
	4,890	4,467

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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### 28 CURRENT ASSETS AND LIABILITIES (CONTINUED)

#### d. Trade receivables, net (continued)

##### ii. Impairment for trade receivables

The Group applies the HKFRS 9 (2014) simplified approach to measure loss allowance for expected credit losses which uses a lifetime expected loss allowance for trade receivables.

To measure the expected credit losses, trade receivables are grouped based on shared credit risk characteristics and the days past due. The expected loss rates are estimated based on the corresponding historical credit losses experienced, adjusted with the expected change between current and forward-looking information on macroeconomic factors, if material. On that basis, the loss allowance as at 31 December 2023 was determined as follows:

Expected credit loss rate	2022	2023
Current	1%	2%
1 – 120 days past due	4%	5%
Over 120 days past due	40%	34%

The movements in the loss allowance during the year were as follows:

In HK\$ million	2022	2023
Beginning of year	408	288
Net impairment loss recognised	250	245
Uncollectible amounts written off	(370)	(201)
End of year	288	332

#### e. Short-term borrowings

In HK\$ million	2022	2023
US\$500 million 3.75% guaranteed notes due 2023 (note i)	3,894	–
Bank borrowings (note ii)	56	1,049
	3,950	1,049
Secured	–	–
Unsecured	3,950	1,049

##### i. US\$500 million 3.75% guaranteed notes due 2023

On 8 March 2013, PCCW-HKT Capital No.5 Limited, an indirect non-wholly owned subsidiary of the Company, issued US\$500 million 3.75% guaranteed notes due 2023, which were listed on the Singapore Exchange Securities Trading Limited. The notes were irrevocably and unconditionally guaranteed by HKTGH and HKTL and ranked pari passu with all other outstanding unsecured and unsubordinated obligations of HKTGH and HKTL. The notes were fully redeemed in March 2023 and were delisted from the Singapore Exchange Securities Trading Limited.

ii. Refer to note 43 for details of the Group's banking facilities.



## 28 CURRENT ASSETS AND LIABILITIES (CONTINUED)

### f. Trade payables

The ageing of trade payables based on the date of invoice is set out below:

In HK\$ million	2022	2023
1 – 30 days	2,248	3,201
31 – 60 days	1,235	1,207
61 – 90 days	1,236	861
91 – 120 days	593	375
Over 120 days	762	653
	6,074	6,297

As at 31 December 2023, included in trade payables were amounts due to related parties of HK\$197 million (2022: HK\$578 million).

### g. Other current liabilities

#### i. OTT Preference Shares

On 25 September 2017, the Group issued and allotted to three investors an aggregate of 11,000,000 series A convertible redeemable voting preference shares of a par value of US\$1.00 each (the “OTT Preference Shares”) in the capital of a then indirect wholly-owned subsidiary of the Company, representing approximately 18% of its enlarged issued share capital, for a total consideration of US\$110 million.

As at 31 December 2021, included in accruals and other payables was a liability of HK\$850 million arising from the issuance of the OTT Preference Shares. During the year ended 31 December 2022, the Group recognised a finance cost of HK\$7 million. On 30 September 2022, the OTT Preference Shares were repurchased at the total amount of repurchase price of US\$110 million (approximately HK\$863 million).

#### ii. Put option arrangement

As at 31 December 2021, accruals and other payables included a liability of HK\$274 million being the present value of the amount that could become payable upon the exercise of the put option written for the acquisition of Jumbo Fame Global Limited and its subsidiaries (together the “Jumbo Group”) during the year ended 31 December 2018. The put option was exercisable upon the achievement of certain financial targets in 2022, entitling the holder to put his/her equity interest to the Group at an option price to be determined by a fixed multiplier to the EBITDA of the Jumbo Group for the year ended 31 December 2021, subject to a cap of HK\$285 million.

During the year ended 31 December 2022, the Group recognised accretion on put option of HK\$10 million and reversal of other reserve and put option liability of HK\$285 million upon the expiry of the put option.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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### 29 LONG-TERM BORROWINGS

In HK\$ million	2022	2023
Repayable within a period		
– over one year, but not exceeding two years	6,096	9,389
– over two years, but not exceeding five years	27,513	29,647
– over five years	11,962	11,961
	45,571	50,997
Representing:		
US\$300 million zero coupon guaranteed notes due 2030 (note a)	2,330	2,335
US\$500 million 3.625% guaranteed notes due 2025 (note b)	3,881	3,895
EUR200 million 1.65% guaranteed notes due 2027 (note c)	1,646	1,718
US\$100 million zero coupon guaranteed notes due 2030 (note d)	776	778
US\$750 million 3.00% guaranteed notes due 2026 (note e)	5,832	5,845
US\$500 million 3.25% guaranteed notes due 2029 (note f)	3,851	3,832
US\$650 million 3.00% guaranteed notes due 2032 (note g)	5,005	5,016
Bank borrowings (note h)	22,250	27,578
	45,571	50,997
Secured	–	–
Unsecured	45,571	50,997

#### a. US\$300 million zero coupon guaranteed notes due 2030

On 15 January 2015, HKT Capital No. 1 Limited, an indirect non-wholly owned subsidiary of the Company, issued US\$300 million zero coupon guaranteed notes due 2030, which are listed on the Taipei Exchange. The notes are irrevocably and unconditionally guaranteed by HKTGH and HKTL and rank pari passu with all other outstanding unsecured and unsubordinated obligations of HKTGH and HKTL.

#### b. US\$500 million 3.625% guaranteed notes due 2025

On 2 April 2015, HKT Capital No. 2 Limited, an indirect non-wholly owned subsidiary of the Company, issued US\$500 million 3.625% guaranteed notes due 2025, which are listed on the Singapore Exchange Securities Trading Limited. The notes are irrevocably and unconditionally guaranteed by HKTGH and HKTL and rank pari passu with all other outstanding unsecured and unsubordinated obligations of HKTGH and HKTL.

## 29 LONG-TERM BORROWINGS (CONTINUED)

### **c. EUR200 million 1.65% guaranteed notes due 2027**

On 10 April 2015, HKT Capital No. 3 Limited, an indirect non-wholly owned subsidiary of the Company, issued EUR200 million 1.65% guaranteed notes due 2027, which are listed on the Singapore Exchange Securities Trading Limited. The notes are irrevocably and unconditionally guaranteed by HKTGH and HKTL and rank pari passu with all other outstanding unsecured and unsubordinated obligations of HKTGH and HKTL.

### **d. US\$100 million zero coupon guaranteed notes due 2030**

On 20 May 2015, PCCW Capital No. 5 Limited, a direct wholly-owned subsidiary of the Company, issued US\$100 million zero coupon guaranteed notes due 2030, which are listed on the Taipei Exchange. The notes are irrevocably and unconditionally guaranteed by the Company and rank pari passu with all other outstanding unsecured and unsubordinated obligations of the Company.

### **e. US\$750 million 3.00% guaranteed notes due 2026**

On 14 July 2016, HKT Capital No. 4 Limited, an indirect non-wholly owned subsidiary of the Company, issued US\$750 million 3.00% guaranteed notes due 2026, which are listed on the Singapore Exchange Securities Trading Limited. The notes are irrevocably and unconditionally guaranteed by HKTGH and HKTL and rank pari passu with all other outstanding unsecured and unsubordinated obligations of HKTGH and HKTL.

### **f. US\$500 million 3.25% guaranteed notes due 2029**

On 30 September 2019, HKT Capital No. 5 Limited, an indirect non-wholly owned subsidiary of the Company, issued US\$500 million 3.25% guaranteed notes due 2029, which are listed on the Singapore Exchange Securities Trading Limited. The notes are irrevocably and unconditionally guaranteed by HKTGH and HKTL and rank pari passu with all other outstanding unsecured and unsubordinated obligations of HKTGH and HKTL.

### **g. US\$650 million 3.00% guaranteed notes due 2032**

On 18 January 2022, HKT Capital No. 6 Limited, an indirect non-wholly owned subsidiary of the Company, issued US\$650 million 3.00% guaranteed notes due 2032, which are listed on the Singapore Exchange Securities Trading Limited. The notes are irrevocably and unconditionally guaranteed by HKTGH and HKTL and rank pari passu with all other outstanding unsecured and unsubordinated obligations of HKTGH and HKTL.

### **h. Refer to note 43 for details of the Group's banking facilities.**

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### 30 DERIVATIVE FINANCIAL INSTRUMENTS

In HK\$ million	2022	2023
<b>Non-current assets</b>		
Cross currency swap contracts – cash flow hedges for foreign currency risk ( <i>note a</i> )	27	–
Interest rate swap contracts – cash flow hedges for interest rate risk ( <i>note b</i> )	–	<b>29</b>
	27	<b>29</b>
<b>Current assets</b>		
Cross currency swap contracts – cash flow hedges for foreign currency risk ( <i>note a</i> )	58	–
	58	–
<b>Current liabilities</b>		
Interest rate swap contract – cash flow hedge for interest rate risk ( <i>note b</i> )	(98)	<b>(151)</b>
	(98)	<b>(151)</b>
<b>Non-current liabilities</b>		
Cross currency swap contracts and foreign exchange forward contracts – cash flow hedges for foreign currency risk ( <i>note a</i> )	(223)	<b>(602)</b>
Foreign exchange forward contracts	(18)	<b>(33)</b>
	(241)	<b>(635)</b>

Derivatives are mainly used for economic hedging purposes and not as speculative investments. However, where derivatives do not meet the hedge accounting criteria, they are accounted for at FVPL.

Hedge effectiveness is determined at the inception of the hedging relationship and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and the hedging instrument.

Hedge ineffectiveness for the Group's cross currency swap, foreign exchange forward and interest rate swap contracts may occur due to:

- differences in critical terms between the hedged item and the hedging instrument; and
- changes in credit risk of the derivative counterparty.

### 30 DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

#### a. Cash flow hedges for foreign currency risk

For certain borrowings denominated in foreign currencies, the Group has entered into cross currency swap contracts and foreign exchange forward contracts to hedge the foreign currency risk. The Group performed qualitative assessment of hedge effectiveness. As the cross currency swap contracts and the foreign exchange forward contracts have similar critical terms as the hedged items, such as notional amounts, maturity dates and payment dates, the economic relationship exists between the hedged items and the hedging instruments.

The effects of the foreign currency related hedging instruments outstanding at the end of the reporting period on the Group's financial position and performance are as follows:

	2022	2023
Net carrying amount (liabilities)	(HK\$138 million)	<b>(HK\$602 million)</b>
Notional amount	EUR200 million and US\$3,370 million	<b>EUR200 million and US\$2,870 million</b>
Maturity date	March 2023 to January 2032	<b>January 2025 to January 2032</b>
Hedge ratio	1:1*	<b>1:1*</b>
Change <sup>#</sup> in fair value of the hedging instruments during the year	(HK\$129 million)	<b>(HK\$324 million)</b>
Change <sup>#</sup> in value of the hedged items during the year	HK\$74 million	<b>HK\$225 million</b>
Weighted average hedged exchange rate for the year	EUR1:HK\$8.32 US\$1:HK\$7.80	<b>EUR1:HK\$8.32 US\$1:HK\$7.80</b>

\* The hedge ratio is 1:1 as the notional amount and timing of the hedging instruments match with that of the hedged items.

# Positive change refers to increase in net assets, whereas negative change refers to decrease in net assets.

#### b. Cash flow hedges for interest rate risk

For certain borrowings subject to cash flow interest rate risk, the Group has entered into floating-to-fixed interest rate swap contracts. The Group performed qualitative assessment of hedge effectiveness. As the interest rate swap contracts have similar critical terms as the hedged items, such as notional amounts, maturity dates and payment dates, the economic relationship exists between the hedged items and the hedging instruments.

The effects of the interest rate related hedging instruments outstanding at the end of the reporting period on the Group's financial position and performance are as follows:

	2022	2023
Net carrying amount (liabilities)	(HK\$98 million)	<b>(HK\$122 million)</b>
Notional amount	HK\$1,000 million	<b>HK\$2,600 million</b>
Maturity date	March 2023	<b>March 2024 to July 2025</b>
Hedge ratio	1:1*	<b>1:1*</b>
Change <sup>#</sup> in fair value of the hedging instruments during the year	HK\$28 million	<b>HK\$45 million</b>
Change <sup>#</sup> in value of the hedged items during the year	(HK\$28 million)	<b>(HK\$26 million)</b>
Weighted average receive leg/pay leg interest ratio	0.79	<b>1.16</b>

\* The hedge ratio is 1:1 as the notional amount and timing of the hedging instruments match with that of the hedged items.

# Positive change refers to increase in net assets, whereas negative change refers to decrease in net assets.

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### 30 DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

#### c. Hedging reserve and costs of hedging reserve

The Group's hedging reserve and costs of hedging reserve relate to the following hedging instruments:

In HK\$ million	Cash flow hedges for foreign currency risk	Cash flow hedges for interest rate risk	Total
<b>Hedging reserve</b>			
As at 1 January 2022	140	(7)	133
Cash flow hedges:			
– effective portion of changes in fair value	(38)	15	(23)
– transfer from equity to consolidated income statement	45	–	45
As at 31 December 2022 and 1 January 2023	<b>147</b>	<b>8</b>	<b>155</b>
Cash flow hedges:			
– effective portion of changes in fair value	<b>(107)</b>	<b>13</b>	<b>(94)</b>
– transfer from equity to consolidated income statement	<b>(83)</b>	–	<b>(83)</b>
As at 31 December 2023	<b>(43)</b>	<b>21</b>	<b>(22)</b>
<b>Costs of hedging reserve</b>			
As at 1 January 2022	(7)	(2)	(9)
Cash flow hedges:			
– transfer from equity to consolidated income statement	6	–	6
Costs of hedging	(59)	2	(57)
As at 31 December 2022 and 1 January 2023	<b>(60)</b>	–	<b>(60)</b>
Cash flow hedges:			
– transfer from equity to consolidated income statement	<b>6</b>	–	<b>6</b>
Costs of hedging	<b>(21)</b>	–	<b>(21)</b>
As at 31 December 2023	<b>(75)</b>	–	<b>(75)</b>

## 31 SHARE CAPITAL

	Year ended 31 December			
	2022	2023		
	Number of PCCW Shares	Share capital HK\$ million	Number of PCCW Shares	Share capital HK\$ million
Ordinary shares of no par value, issued and fully paid:				
As at 1 January	7,729,638,249	12,954	<b>7,739,638,249</b>	<b>12,954</b>
PCCW Shares issued ( <i>note a</i> )	10,000,000	–	–	–
As at 31 December	7,739,638,249	12,954	<b>7,739,638,249</b>	<b>12,954</b>

a. During the year ended 31 December 2022, the Company issued and allotted 10,000,000 new fully paid PCCW Shares for an aggregate consideration of HK\$100,000 (HK\$0.01 per PCCW Share) under general mandate for grant of awards pursuant to the PCCW Subscription Scheme.

## 32 PERPETUAL CAPITAL SECURITIES

On 12 January 2021, CAS Capital No. 1 Limited, an indirect wholly-owned subsidiary of the Company, issued US\$750 million perpetual subordinated guaranteed securities. The securities are non-callable in the first 5.5 years and entitle its holders distributions at a distribution rate of 4.00% per annum with reset every 5 years from year 5.5 and fixed step-up margins at year 10.5 and year 25.5. CAS Capital No. 1 Limited has the right to redeem the securities from holders and defer the payment of distributions under certain circumstances in accordance with the terms and conditions of the securities. The securities are listed on the Singapore Exchange Securities Trading Limited and are irrevocably and unconditionally guaranteed by CAS Holding No. 1 Limited, a direct wholly-owned subsidiary of the Company.

The perpetual capital securities are classified as equity.

## 33 EMPLOYEE RETIREMENT BENEFITS

### a. Defined benefit retirement schemes

The Group operates defined benefit retirement schemes (“DB Schemes”) that provide monthly pension payments for employees retired on or before 1 July 2003. The DB Schemes are final salary defined benefit schemes. The scheme assets are administered by an independent trustee and maintained independently of the Group’s finances.

The DB Schemes are funded by contributions from the Group and employees in accordance with qualified independent actuaries’ recommendations from time to time on the basis of periodic valuations.

According to the funding valuation as at 31 December 2023, the expected employer contributions for the year ending 31 December 2024 are HK\$20 million.

The independent actuarial valuation of the DB Schemes as at 31 December 2023, prepared in accordance with HKAS 19 (2011), was carried out by Ms Wing Lui of Willis Towers Watson, a fellow of the Society of Actuaries of the United States of America, using the projected unit credit method. The actuary was of the opinion that the fair value of the scheme assets was sufficient to cover 64% (2022: 70%) of the present value of the defined benefit retirement schemes obligations as at 31 December 2023.

As at 31 December 2023, the weighted average duration of the defined benefit retirement schemes obligations was 10.4 years (2022: 9.5 years).

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(Amount expressed in Hong Kong dollars unless otherwise stated)

### 33 EMPLOYEE RETIREMENT BENEFITS (CONTINUED)

#### a. Defined benefit retirement schemes (continued)

##### i. The amount recognised in the consolidated statement of financial position is as follows:

In HK\$ million	2022	2023
Present value of the defined benefit retirement schemes obligations (note iii)	225	<b>263</b>
Fair value of scheme assets (note iv)	(156)	<b>(168)</b>
Defined benefit retirement schemes liability	69	<b>95</b>
In HK\$ million	2022	2023
Beginning of year	103	<b>69</b>
Net costs recognised in consolidated income statement	1	<b>2</b>
Remeasurements recognised in consolidated statement of comprehensive income	(22)	<b>44</b>
Contributions from employers	(13)	<b>(20)</b>
End of year	69	<b>95</b>

##### ii. Major categories of scheme assets as a percentage of total scheme assets are as follows:

	2022	2023
Equities	67%	<b>71%</b>
Fixed income securities	32%	<b>23%</b>
Cash and alternatives	1%	<b>6%</b>
Total	100%	<b>100%</b>

The Group ensures that the investment positions are managed within an asset-liability matching framework with the objective to match assets to the defined benefit retirement schemes obligations (i.e. to match the benefit payments as they fall due and in the appropriate currency). The Group has not changed the process used to manage its risk from previous periods.



### 33 EMPLOYEE RETIREMENT BENEFITS (CONTINUED)

#### a. Defined benefit retirement schemes (continued)

#### ii. Major categories of scheme assets as a percentage of total scheme assets are as follows: (continued)

Through the DB Schemes, the Group is exposed to a number of risks, the most significant of which are detailed below:

- Investment risk: strong investment returns tend to increase the fair value of scheme assets and therefore improve the scheme's financial position as measured by the net defined benefit retirement schemes liability/asset, whilst poor or negative investment returns tend to weaken the financial position.

The scheme assets are invested in a globally diversified portfolio of equities, fixed income securities, cash and alternatives, covering major geographical locations around the world. The diversification of asset classes and geographical locations helps to reduce the concentration of risk associated with the scheme investments.

- Interest rate risk: the defined benefit retirement schemes obligations are calculated using a discount rate based on market bond yields. A decrease in the bond yields will increase the defined benefit retirement schemes obligations and vice versa.
- Inflation risk: pension in payment or in deferment may be increased once a year to reflect all or part of the cost-of-living increases in Hong Kong. The higher-than-expected increases in pensions will increase the defined benefit retirement schemes obligations and vice versa.
- Longevity risk: the defined benefit retirement schemes obligations are calculated by reference to the best estimate of the mortality of members after their employment. A decrease in mortality (i.e. improvement in life expectancy) will increase the defined benefit retirement schemes obligations and vice versa.

#### iii. Movements in the present value of the defined benefit retirement schemes obligations are as follows:

In HK\$ million	2022	2023
Beginning of year	295	225
Interest cost	4	8
Remeasurements		
Experience losses	1	4
(Gain)/Loss from change in financial and/or demographic assumptions	(58)	43
Benefits paid	(17)	(17)
End of year	225	263

#### iv. Movements in the fair value of scheme assets are as follows:

In HK\$ million	2022	2023
Beginning of year	192	156
Contribution from employers	13	20
Interest income on scheme assets	3	6
Return on scheme assets (less)/greater than discount rate	(35)	3
Benefits paid	(17)	(17)
End of year	156	168

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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(Amount expressed in Hong Kong dollars unless otherwise stated)

### 33 EMPLOYEE RETIREMENT BENEFITS (CONTINUED)

#### a. Defined benefit retirement schemes (continued)

#### v. Pension cost for defined benefit retirement schemes recognised in the consolidated income statement is as follows:

In HK\$ million	2022	2023
Net interest cost on net defined benefit retirement schemes liability	1	2
Total included in general and administrative expenses – staff costs	1	2

#### vi. The significant actuarial assumptions used (expressed as weighted averages) are as follows:

	2022	2023
Discount rate	3.80%	3.40%
Pension increase rate	3.00%	3.00%

Based on the Hong Kong Life Tables released by the government of Hong Kong and upon observing the past experience of the DB Schemes, the Group adopted the Hong Kong Life Tables 2021 with a 3-year age set forward for the year ended 31 December 2022 and the Hong Kong Life Tables 2022 with a 3-year age set forward for the year ended 31 December 2023.

The sensitivity of the defined benefit retirement schemes obligations to changes in the weighted principal assumptions are:

	Change in assumption	Impact on defined benefit retirement schemes obligations			
		2022		2023	
		Increase in assumption	Decrease in assumption	Increase in assumption	Decrease in assumption
Discount rate	0.25%	(2.30%)	2.40%	(2.55%)	2.67%
Pension increase rate	0.25%	2.30%	n/a*	2.56%	n/a*
Mortality	1 year	(4.60%)**	4.70%**	(4.46%**)	4.50%**

\* Certain pension payments of the DB Schemes are subject to a minimum pension increase rate of 3.00% per annum taking into account inflation and other market factors.

\*\* Increase in assumption means the Hong Kong Life Tables with a 4-year age set forward, whereas decrease in assumption means the Hong Kong Life Tables with a 2-year age set forward. The Hong Kong Life Tables 2021 are used for 2022 obligation and the Hong Kong Life Tables 2022 are used for 2023 obligation.

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit retirement schemes obligations to significant actuarial assumptions, the same method (the projected unit credit method used to calculate the present value of defined benefit retirement schemes obligations at the end of the reporting period) has been applied as when calculating the pension liability recognised in the consolidated statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

### 33 EMPLOYEE RETIREMENT BENEFITS (CONTINUED)

#### a. Defined benefit retirement schemes (continued)

vii. Expected maturity analysis of undiscounted payments of defined benefit retirement schemes are as follows:

In HK\$ million	As at 31 December 2022				Total
	Within 1 year	More than 1 year but within 2 years	More than 2 years but within 5 years	More than 5 years	
Undiscounted payments of defined benefit retirement schemes	17	17	48	259	341

In HK\$ million	As at 31 December 2023				Total
	Within 1 year	More than 1 year but within 2 years	More than 2 years but within 5 years	More than 5 years	
Undiscounted payments of defined benefit retirement schemes	17	17	51	309	394

#### b. Defined contribution retirement schemes

The Group also operates defined contribution retirement schemes, including the Mandatory Provident Fund Scheme (the “MPF scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance, for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The schemes are administered by independent trustees.

Under the defined contribution retirement scheme, the employer is required to make contributions to the scheme at rates specified under the rules of the scheme. Where employees leave the scheme prior to the full vesting of the employer’s contributions, the amount of forfeited contributions is used to reduce the contributions payable by the Group.

Under the MPF scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees’ relevant income, subject to a current cap of monthly relevant income of HK\$30,000. Contributions to the scheme vest immediately upon the completion of the services in the relevant service period.

Forfeited contributions totalling HK\$12 million (2022: HK\$20 million) were utilised during the year ended 31 December 2023 to reduce contributions and no forfeited contribution (2022: nil) was available as at 31 December 2023.

#### c. Other post-employment benefits

In July 2023, the HKICPA published “Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong” that provides accounting guidance relating to the offsetting mechanism and the abolition of the mechanism. As at 31 December 2023, included in other payables were LSP obligations of HK\$23 million (2022: HK\$8 million).

### 34 SHARE-BASED PAYMENT TRANSACTIONS

The Group operates the following share option schemes and share award schemes:

#### Share option schemes

- Share option scheme of the Company adopted on 8 May 2014 (the “2014 Scheme”).
- Share Stapled Units option scheme of HKT Trust and HKT adopted on 7 May 2021 (the “HKT 2021-2031 Option Scheme”).

#### Share award schemes

- Share award schemes of the Company namely the PCCW Purchase Scheme and the PCCW Subscription Scheme (collectively the “PCCW Share Award Schemes”).
- Share Stapled Units award schemes of HKT namely the HKT Share Stapled Units Purchase Scheme and the HKT Share Stapled Units Subscription Scheme (collectively the “Share Stapled Units Award Schemes”).

The details of these schemes are disclosed under the section “Share Option Schemes and Share Award Schemes of the Company and its Subsidiaries” in the Report of the Directors of the Company’s 2023 Annual Report.

#### a. Share option schemes

No share options/Share Stapled Unit options have been granted under the 2014 Scheme and the HKT 2021-2031 Option Scheme since their adoption and up to and including 31 December 2023.

#### b. Share award schemes

Subject to the relevant scheme rules of the PCCW Share Award Schemes and the Share Stapled Units Award Schemes, each scheme provides that prior to the vesting of the awards under the relevant scheme to selected participants (including any director or employee of the Company and its participating companies for the PCCW Share Award Schemes, and any director or employee of HKT or any of its subsidiaries for the Share Stapled Units Award Schemes), the relevant PCCW Shares/Share Stapled Units will be held in trust by the trustee for such selected participants, and will be vested over a period of time determined by the respective approving body, provided that each selected participant shall remain at all times up to and including the relevant vesting date (or, as the case may be, each relevant vesting date) an employee or director of the Company, HKT, the relevant participating company or subsidiary, and satisfies any other conditions specified at the time the award is made, notwithstanding that the respective approving body shall be at liberty to waive such conditions. Other than satisfying the vesting conditions, selected participants are not required to provide any consideration in order to acquire the PCCW Shares/Share Stapled Units awarded to him/her under the relevant schemes.

During the year ended 31 December 2023, share-based compensation expenses in respect of the PCCW Share Award Schemes and the Share Stapled Units Award Schemes of HK\$46 million (2022: HK\$52 million) were recognised in the consolidated income statement, HK\$34 million (2022: HK\$38 million) were recognised in the employee share-based compensation reserve and HK\$12 million (2022: HK\$14 million) were recognised in non-controlling interests.

### 34 SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

#### b. Share award schemes (continued)

##### i. Movements in the number of PCCW Shares and Share Stapled Units held under the PCCW Share Award Schemes and the Share Stapled Units Award Schemes

	Number of PCCW Shares		Number of Share Stapled Units	
	2022	2023	2022	2023
PCCW Purchase Scheme:				
Beginning of year	3,088,134	<b>2,745,045</b>	722,843	<b>861,171</b>
Purchases from the market by the trustee at weighted average market price of HK\$3.91 (2022: HK\$4.26) per PCCW Share/HK\$9.63 (2022: HK\$10.89) per Share Stapled Unit	2,825,000	<b>3,084,000</b>	908,000	<b>801,000</b>
PCCW Shares/Share Stapled Units vested	(3,168,089)	<b>(2,720,330)</b>	(769,672)	<b>(745,743)</b>
End of year	2,745,045	<b>3,108,715</b>	861,171	<b>916,428</b>
PCCW Subscription Scheme:				
Beginning of year	5,219,149	<b>11,577,179</b>	–	–
New PCCW Shares issued by the Company at issue price of HK\$0.01 per PCCW Share (note 31(a))	10,000,000	–	–	–
PCCW Shares vested	(3,641,970)	<b>(3,138,771)</b>	–	–
End of year	11,577,179	<b>8,438,408</b>	–	–
HKT Share Stapled Units Purchase Scheme:				
Beginning of year			429,725	<b>422,111</b>
Purchases from the market by the trustee at weighted average market price of HK\$9.67 (2022: HK\$10.80) per Share Stapled Unit			391,000	<b>435,000</b>
Share Stapled Units vested			(398,614)	<b>(420,559)</b>
End of year			422,111	<b>436,552</b>
HKT Share Stapled Units Subscription Scheme:				
Beginning of year			2,368,189	<b>5,329,111</b>
New Share Stapled Units jointly issued by HKT Trust and HKT at issue price of approximately HK\$10.84 per Share Stapled Unit			4,000,000	–
Share Stapled Units vested			(1,039,078)	<b>(991,441)</b>
End of year			5,329,111	<b>4,337,670</b>

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34 SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

b. Share award schemes (continued)

ii. Movements in the number of unvested PCCW Shares and Share Stapled Units and their related weighted average fair value on the date of award

Date of award	Vesting period	Fair value on the date of award HK\$	As at 1 January 2022	2022 Number of PCCW Shares			As at 31 December 2022
				Awarded	Forfeited	Vested	
PCCW Purchase Scheme (PCCW Shares)							
16 April 2020	16 April 2020 to 16 April 2022	4.64	2,096,688	–	(31,661)	(2,065,027)	–
16 April 2021	16 April 2021 to 16 April 2022	4.53	896,379	–	(43,625)	(852,754)	–
16 April 2021	16 April 2021 to 16 April 2023	4.53	1,192,374	–	(43,624)	–	1,148,750
28 April 2021	28 April 2021 to 28 April 2022	4.52	56,500	–	–	(56,500)	–
28 April 2021	28 April 2021 to 28 April 2023	4.52	56,500	–	–	–	56,500
4 March 2022	4 March 2022 to 16 April 2022	4.34	–	34,803	–	(34,803)	–
4 March 2022	4 March 2022 to 16 April 2023	4.34	–	34,803	–	–	34,803
19 April 2022	19 April 2022 to 27 May 2022	4.52	–	159,005	–	(159,005)	–
19 April 2022	19 April 2022 to 16 April 2023	4.52	–	159,005	–	–	159,005
19 April 2022	19 April 2022 to 19 April 2023	4.52	–	1,142,825	–	–	1,142,825
19 April 2022	19 April 2022 to 19 April 2024	4.52	–	1,514,307	–	–	1,514,307
1 September 2022	1 September 2022 to 19 April 2023	3.86	–	101,124	–	–	101,124
1 September 2022	1 September 2022 to 19 April 2024	3.86	–	101,124	–	–	101,124
20 September 2022	20 September 2022 to 19 April 2023	3.85	–	79,503	–	–	79,503
20 September 2022	20 September 2022 to 19 April 2024	3.85	–	79,502	–	–	79,502
Total			4,298,441	3,406,001	(118,910)	(3,168,089)	4,417,443
Weighted average fair value on the date of award (HK\$)			4.58	4.45	4.56	4.60	4.47

### 34 SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

#### b. Share award schemes (continued)

#### ii. Movements in the number of unvested PCCW Shares and Share Stapled Units and their related weighted average fair value on the date of award (continued)

Date of award	Vesting period	Fair value on the date of award HK\$	As at 1 January 2022	2022 Number of PCCW Shares			As at 31 December 2022
				Awarded	Forfeited	Vested	
PCCW Subscription Scheme (PCCW Shares)							
28 February 2020	28 February 2020 to 17 April 2022	4.69	9,612	–	–	(9,612)	–
28 February 2020	28 February 2020 to 17 April 2023	4.69	9,610	–	(9,610)	–	–
16 April 2020	16 April 2020 to 16 April 2022	4.64	1,742,555	–	(50,955)	(1,691,600)	–
16 April 2020	16 April 2020 to 16 April 2023	4.64	100,787	–	–	–	100,787
16 April 2020	16 April 2020 to 16 April 2024	4.64	100,786	–	–	–	100,786
11 May 2020	11 May 2020 to 16 April 2022	4.77	40,900	–	(40,900)	–	–
11 May 2020	11 May 2020 to 16 April 2023	4.77	20,448	–	–	–	20,448
16 April 2021	16 April 2021 to 16 April 2022	4.53	1,524,740	–	(51,975)	(1,472,765)	–
16 April 2021	16 April 2021 to 16 April 2023	4.53	1,523,624	–	(304,483)	–	1,219,141
2 July 2021	2 July 2021 to 16 April 2022	4.09	243,513	–	–	(243,513)	–
2 July 2021	2 July 2021 to 16 April 2023	4.09	243,513	–	(111,857)	–	131,656
2 July 2021	2 July 2021 to 16 April 2024	4.09	100,336	–	–	–	100,336
2 July 2021	2 July 2021 to 16 April 2025	4.09	100,335	–	–	–	100,335
4 March 2022	4 March 2022 to 16 April 2022	4.34	–	224,480	–	(224,480)	–
4 March 2022	4 March 2022 to 16 April 2023	4.34	–	228,771	–	–	228,771
4 March 2022	4 March 2022 to 16 April 2024	4.34	–	153,131	–	–	153,131
19 April 2022	19 April 2022 to 19 April 2023	4.52	–	1,848,576	(347,953)	–	1,500,623
19 April 2022	19 April 2022 to 19 April 2024	4.52	–	1,847,273	(347,654)	–	1,499,619
19 April 2022	19 April 2022 to 19 April 2025	4.52	–	100,787	–	–	100,787
19 April 2022	19 April 2022 to 19 April 2026	4.52	–	100,786	–	–	100,786
15 August 2022	15 August 2022 to 19 April 2023	4.15	–	5,710	–	–	5,710
15 August 2022	15 August 2022 to 19 April 2024	4.15	–	5,710	–	–	5,710
Total			5,760,759	4,515,224	(1,265,387)	(3,641,970)	5,368,626
Weighted average fair value on the date of award (HK\$)			4.52	4.49	4.50	4.54	4.49

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34 SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

b. Share award schemes (continued)

ii. Movements in the number of unvested PCCW Shares and Share Stapled Units and their related weighted average fair value on the date of award (continued)

Date of award	Vesting period	Fair value on the date of award HK\$	As at 1 January 2022	2022 Number of Share Stapled Units			As at 31 December 2022
				Awarded	Forfeited	Vested	
PCCW Purchase Scheme (Share Stapled Units)							
16 April 2020	16 April 2020 to 16 April 2022	11.86	404,774	–	(5,656)	(399,118)	–
16 April 2020	16 April 2020 to 16 April 2023	11.86	38,731	–	–	–	38,731
16 April 2020	16 April 2020 to 16 April 2024	11.86	38,730	–	–	–	38,730
16 April 2021	16 April 2021 to 16 April 2022	11.06	248,008	–	(5,892)	(242,116)	–
16 April 2021	16 April 2021 to 16 April 2023	11.06	247,754	–	(63,537)	–	184,217
28 April 2021	28 April 2021 to 28 April 2022	11.22	22,733	–	–	(22,733)	–
28 April 2021	28 April 2021 to 28 April 2023	11.22	22,732	–	–	–	22,732
2 July 2021	2 July 2021 to 16 April 2022	10.56	40,370	–	–	(40,370)	–
2 July 2021	2 July 2021 to 16 April 2023	10.56	40,369	–	–	–	40,369
2 July 2021	2 July 2021 to 16 April 2024	10.56	40,369	–	–	–	40,369
2 July 2021	2 July 2021 to 16 April 2025	10.56	40,369	–	–	–	40,369
19 April 2022	19 April 2022 to 27 May 2022	10.86	–	65,335	–	(65,335)	–
19 April 2022	19 April 2022 to 16 April 2023	10.86	–	65,334	–	–	65,334
19 April 2022	19 April 2022 to 19 April 2023	10.86	–	458,994	(93,288)	–	365,706
19 April 2022	19 April 2022 to 19 April 2024	10.86	–	458,690	(93,084)	–	365,606
19 April 2022	19 April 2022 to 19 April 2025	10.86	–	41,413	–	–	41,413
19 April 2022	19 April 2022 to 19 April 2026	10.86	–	41,412	–	–	41,412
20 September 2022	20 September 2022 to 19 April 2023	10.22	–	32,668	–	–	32,668
20 September 2022	20 September 2022 to 19 April 2024	10.22	–	32,667	–	–	32,667
Total			1,184,939	1,196,513	(261,457)	(769,672)	1,350,323
Weighted average fair value on the date of award (HK\$)			11.32	10.83	10.93	11.44	10.89



### 34 SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

#### b. Share award schemes (continued)

#### ii. Movements in the number of unvested PCCW Shares and Share Stapled Units and their related weighted average fair value on the date of award (continued)

Date of award	Vesting period	Fair value on the date of award HK\$	As at 1 January 2022	2022 Number of Share Stapled Units			As at 31 December 2022
				Awarded	Forfeited	Vested	
HKT Share Stapled Units Purchase Scheme (Share Stapled Units)							
16 April 2020	16 April 2020 to 16 April 2022	11.86	202,046	–	(12,167)	(189,879)	–
16 April 2021	16 April 2021 to 16 April 2022	11.06	226,287	–	(17,552)	(208,735)	–
16 April 2021	16 April 2021 to 16 April 2023	11.06	226,280	–	(17,552)	–	208,728
19 April 2022	19 April 2022 to 19 April 2023	10.86	–	212,717	–	–	212,717
19 April 2022	19 April 2022 to 19 April 2024	10.86	–	212,711	–	–	212,711
Total			654,613	425,428	(47,271)	(398,614)	634,156
Weighted average fair value on the date of award (HK\$)			11.31	10.86	11.27	11.44	10.93
HKT Share Stapled Units Subscription Scheme (Share Stapled Units)							
28 February 2020	28 February 2020 to 17 April 2022	11.66	3,845	–	–	(3,845)	–
28 February 2020	28 February 2020 to 17 April 2023	11.66	3,844	–	(3,844)	–	–
16 April 2020	16 April 2020 to 16 April 2022	11.86	499,289	–	(13,932)	(485,357)	–
11 May 2020	11 May 2020 to 16 April 2022	12.86	15,717	–	(15,717)	–	–
11 May 2020	11 May 2020 to 16 April 2023	12.86	7,858	–	–	–	7,858
16 April 2021	16 April 2021 to 16 April 2022	11.06	500,518	–	(15,051)	(485,467)	–
16 April 2021	16 April 2021 to 16 April 2023	11.06	499,639	–	(58,972)	–	440,667
2 July 2021	2 July 2021 to 16 April 2022	10.56	57,607	–	–	(57,607)	–
2 July 2021	2 July 2021 to 16 April 2023	10.56	57,606	–	(45,005)	–	12,601
4 March 2022	4 March 2022 to 16 April 2022	10.60	–	6,802	–	(6,802)	–
4 March 2022	4 March 2022 to 16 April 2023	10.60	–	8,537	–	–	8,537
19 April 2022	19 April 2022 to 19 April 2023	10.86	–	593,177	(49,866)	–	543,311
19 April 2022	19 April 2022 to 19 April 2024	10.86	–	592,158	(49,760)	–	542,398
15 August 2022	15 August 2022 to 19 April 2023	11.00	–	2,347	–	–	2,347
15 August 2022	15 August 2022 to 19 April 2024	11.00	–	2,346	–	–	2,346
Total			1,645,923	1,205,367	(252,147)	(1,039,078)	1,560,065
Weighted average fair value on the date of award (HK\$)			11.30	10.86	11.06	11.41	10.92

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34 SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

b. Share award schemes (continued)

ii. Movements in the number of unvested PCCW Shares and Share Stapled Units and their related weighted average fair value on the date of award (continued)

Date of award	Vesting period	Fair value on the date of award HK\$	As at 1 January 2023	2023 Number of PCCW Shares			As at 31 December 2023
				Awarded	Forfeited	Vested	
PCCW Purchase Scheme (PCCW Shares)							
16 April 2021	16 April 2021 to 16 April 2023	4.53	1,148,750	–	(1,087)	(1,147,663)	–
28 April 2021	28 April 2021 to 28 April 2023	4.52	56,500	–	–	(56,500)	–
4 March 2022	4 March 2022 to 16 April 2023	4.34	34,803	–	–	(34,803)	–
19 April 2022	19 April 2022 to 16 April 2023	4.52	159,005	–	–	(159,005)	–
19 April 2022	19 April 2022 to 19 April 2023	4.52	1,142,825	–	(1,093)	(1,141,732)	–
19 April 2022	19 April 2022 to 19 April 2024	4.52	1,514,307	–	(27,677)	–	1,486,630
1 September 2022	1 September 2022 to 19 April 2023	3.86	101,124	–	–	(101,124)	–
1 September 2022	1 September 2022 to 19 April 2024	3.86	101,124	–	–	–	101,124
20 September 2022	20 September 2022 to 19 April 2023	3.85	79,503	–	–	(79,503)	–
20 September 2022	20 September 2022 to 19 April 2024	3.85	79,502	–	–	–	79,502
19 April 2023	19 April 2023 to 19 April 2024	4.01	–	13,422	–	–	13,422
19 April 2023	19 April 2023 to 19 April 2025	4.01	–	13,417	–	–	13,417
30 May 2023	30 May 2023 to 30 May 2024	4.02	–	249,366	(3,452)	–	245,914
30 May 2023	30 May 2023 to 30 May 2025	4.02	–	660,593	(3,451)	–	657,142
1 June 2023	1 June 2023 to 1 June 2024	3.97	–	4,301	–	–	4,301
1 June 2023	1 June 2023 to 1 June 2025	3.97	–	4,298	–	–	4,298
23 June 2023	23 June 2023 to 23 June 2024	3.85	–	22,379	–	–	22,379
23 June 2023	23 June 2023 to 23 June 2025	3.85	–	22,378	–	–	22,378
4 August 2023	4 August 2023 to 4 August 2024	3.92	–	1,123,823	–	–	1,123,823
4 August 2023	4 August 2023 to 4 August 2025	3.92	–	1,123,822	–	–	1,123,822
Total			4,417,443	3,237,799	(36,760)	(2,720,330)	4,898,152
Weighted average fair value on the date of award (HK\$)			4.47	3.95	4.43	4.48	4.12

### 34 SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

#### b. Share award schemes (continued)

#### ii. Movements in the number of unvested PCCW Shares and Share Stapled Units and their related weighted average fair value on the date of award (continued)

Date of award	Vesting period	Fair value on the date of award HK\$	As at 1 January 2023	2023 Number of PCCW Shares			As at 31 December 2023
				Awarded	Forfeited	Vested	
PCCW Subscription Scheme (PCCW Shares)							
16 April 2020	16 April 2020 to 16 April 2023	4.64	100,787	-	-	(100,787)	-
16 April 2020	16 April 2020 to 16 April 2024	4.64	100,786	-	-	-	100,786
11 May 2020	11 May 2020 to 16 April 2023	4.77	20,448	-	-	(20,448)	-
16 April 2021	16 April 2021 to 16 April 2023	4.53	1,219,141	-	(25,869)	(1,193,272)	-
2 July 2021	2 July 2021 to 16 April 2023	4.09	131,656	-	-	(131,656)	-
2 July 2021	2 July 2021 to 16 April 2024	4.09	100,336	-	-	-	100,336
2 July 2021	2 July 2021 to 16 April 2025	4.09	100,335	-	-	-	100,335
4 March 2022	4 March 2022 to 16 April 2023	4.34	228,771	-	-	(228,771)	-
4 March 2022	4 March 2022 to 16 April 2024	4.34	153,131	-	-	-	153,131
19 April 2022	19 April 2022 to 19 April 2023	4.52	1,500,623	-	(42,496)	(1,458,127)	-
19 April 2022	19 April 2022 to 19 April 2024	4.52	1,499,619	-	(145,484)	-	1,354,135
19 April 2022	19 April 2022 to 19 April 2025	4.52	100,787	-	-	-	100,787
19 April 2022	19 April 2022 to 19 April 2026	4.52	100,786	-	-	-	100,786
15 August 2022	15 August 2022 to 19 April 2023	4.15	5,710	-	-	(5,710)	-
15 August 2022	15 August 2022 to 19 April 2024	4.15	5,710	-	-	-	5,710
19 April 2023	19 April 2023 to 19 April 2024	4.01	-	1,375,409	(113,880)	-	1,261,529
19 April 2023	19 April 2023 to 19 April 2025	4.01	-	1,374,524	(113,785)	-	1,260,739
30 May 2023	30 May 2023 to 30 May 2024	4.02	-	623,698	(3,268)	-	620,430
30 May 2023	30 May 2023 to 30 May 2025	4.02	-	623,689	(3,267)	-	620,422
30 May 2023	30 May 2023 to 30 May 2026	4.02	-	111,568	-	-	111,568
30 May 2023	30 May 2023 to 30 May 2027	4.02	-	111,565	-	-	111,565
23 June 2023	23 June 2023 to 23 June 2024	3.85	-	77,849	(8,079)	-	69,770
23 June 2023	23 June 2023 to 23 June 2025	3.85	-	77,783	(8,066)	-	69,717
Total			5,368,626	4,376,085	(464,194)	(3,138,771)	6,141,746
Weighted average fair value on the date of award (HK\$)			4.49	4.01	4.24	4.50	4.16

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**34 SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)**

**b. Share award schemes (continued)**

**ii. Movements in the number of unvested PCCW Shares and Share Stapled Units and their related weighted average fair value on the date of award (continued)**

Date of award	Vesting period	Fair value on the date of award HK\$	As at 1 January 2023	2023 Number of Share Stapled Units			As at 31 December 2023
				Awarded	Forfeited	Vested	
PCCW Purchase Scheme (Share Stapled Units)							
16 April 2020	16 April 2020 to 16 April 2023	11.86	38,731	-	-	(38,731)	-
16 April 2020	16 April 2020 to 16 April 2024	11.86	38,730	-	-	-	38,730
16 April 2021	16 April 2021 to 16 April 2023	11.06	184,217	-	(1,315)	(182,902)	-
28 April 2021	28 April 2021 to 28 April 2023	11.22	22,732	-	-	(22,732)	-
2 July 2021	2 July 2021 to 16 April 2023	10.56	40,369	-	-	(40,369)	-
2 July 2021	2 July 2021 to 16 April 2024	10.56	40,369	-	-	-	40,369
2 July 2021	2 July 2021 to 16 April 2025	10.56	40,369	-	-	-	40,369
19 April 2022	19 April 2022 to 16 April 2023	10.86	65,334	-	-	(65,334)	-
19 April 2022	19 April 2022 to 19 April 2023	10.86	365,706	-	(2,699)	(363,007)	-
19 April 2022	19 April 2022 to 19 April 2024	10.86	365,606	-	(6,391)	-	359,215
19 April 2022	19 April 2022 to 19 April 2025	10.86	41,413	-	-	-	41,413
19 April 2022	19 April 2022 to 19 April 2026	10.86	41,412	-	-	-	41,412
20 September 2022	20 September 2022 to 19 April 2023	10.22	32,668	-	-	(32,668)	-
20 September 2022	20 September 2022 to 19 April 2024	10.22	32,667	-	-	-	32,667
19 April 2023	19 April 2023 to 19 April 2024	10.18	-	74,250	(4,047)	-	70,203
19 April 2023	19 April 2023 to 19 April 2025	10.18	-	74,145	(4,038)	-	70,107
30 May 2023	30 May 2023 to 30 May 2024	9.98	-	94,677	(1,321)	-	93,356
30 May 2023	30 May 2023 to 30 May 2025	9.98	-	94,674	(1,320)	-	93,354
30 May 2023	30 May 2023 to 30 May 2026	9.98	-	42,674	-	-	42,674
30 May 2023	30 May 2023 to 30 May 2027	9.98	-	42,673	-	-	42,673
23 June 2023	23 June 2023 to 23 June 2024	9.05	-	10,651	(526)	-	10,125
23 June 2023	23 June 2023 to 23 June 2025	9.05	-	10,645	(525)	-	10,120
4 August 2023	4 August 2023 to 4 August 2024	9.10	-	262,563	-	-	262,563
4 August 2023	4 August 2023 to 4 August 2025	9.10	-	262,562	-	-	262,562
Total			1,350,323	969,514	(22,182)	(745,743)	1,551,912
Weighted average fair value on the date of award (HK\$)			10.89	9.51	10.43	10.93	10.02

### 34 SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

#### b. Share award schemes (continued)

#### ii. Movements in the number of unvested PCCW Shares and Share Stapled Units and their related weighted average fair value on the date of award (continued)

Date of award	Vesting period	Fair value on the date of award HK\$	As at 1 January 2023	2023 Number of Share Stapled Units			As at 31 December 2023
				Awarded	Forfeited	Vested	
HKT Share Stapled Units Purchase Scheme (Share Stapled Units)							
16 April 2021	16 April 2021 to 16 April 2023	11.06	208,728	–	(437)	(208,291)	–
19 April 2022	19 April 2022 to 19 April 2023	10.86	212,717	–	(449)	(212,268)	–
19 April 2022	19 April 2022 to 19 April 2024	10.86	212,711	–	(10,334)	–	202,377
19 April 2023	19 April 2023 to 19 April 2024	10.18	–	5,135	–	–	5,135
19 April 2023	19 April 2023 to 19 April 2025	10.18	–	5,132	–	–	5,132
30 May 2023	30 May 2023 to 30 May 2024	9.98	–	49,393	–	–	49,393
30 May 2023	30 May 2023 to 30 May 2025	9.98	–	49,390	–	–	49,390
1 June 2023	1 June 2023 to 1 June 2024	9.96	–	1,646	–	–	1,646
1 June 2023	1 June 2023 to 1 June 2025	9.96	–	1,645	–	–	1,645
4 August 2023	4 August 2023 to 4 August 2024	9.10	–	167,292	–	–	167,292
4 August 2023	4 August 2023 to 4 August 2025	9.10	–	167,292	–	–	167,292
Total			634,156	446,925	(11,220)	(420,559)	649,302
Weighted average fair value on the date of award (HK\$)			10.93	9.33	10.87	10.96	9.80

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**34 SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)**

**b. Share award schemes (continued)**

**ii. Movements in the number of unvested PCCW Shares and Share Stapled Units and their related weighted average fair value on the date of award (continued)**

Date of award	Vesting period	Fair value on the date of award HK\$	As at 1 January 2023	2023 Number of Share Stapled Units			As at 31 December 2023
				Awarded	Forfeited	Vested	
HKT Share Stapled Units Subscription Scheme (Share Stapled Units)							
11 May 2020	11 May 2020 to 16 April 2023	12.86	7,858	-	-	(7,858)	-
16 April 2021	16 April 2021 to 16 April 2023	11.06	440,667	-	(9,090)	(431,577)	-
2 July 2021	2 July 2021 to 16 April 2023	10.56	12,601	-	-	(12,601)	-
4 March 2022	4 March 2022 to 16 April 2023	10.60	8,537	-	-	(8,537)	-
19 April 2022	19 April 2022 to 19 April 2023	10.86	543,311	-	(14,790)	(528,521)	-
19 April 2022	19 April 2022 to 19 April 2024	10.86	542,398	-	(54,428)	-	487,970
15 August 2022	15 August 2022 to 19 April 2023	11.00	2,347	-	-	(2,347)	-
15 August 2022	15 August 2022 to 19 April 2024	11.00	2,346	-	-	-	2,346
19 April 2023	19 April 2023 to 19 April 2024	10.18	-	452,085	(39,279)	-	412,806
19 April 2023	19 April 2023 to 19 April 2025	10.18	-	451,298	(39,198)	-	412,100
30 May 2023	30 May 2023 to 30 May 2024	9.98	-	78,560	(1,250)	-	77,310
30 May 2023	30 May 2023 to 30 May 2025	9.98	-	78,548	(1,250)	-	77,298
23 June 2023	23 June 2023 to 23 June 2024	9.05	-	27,726	(2,570)	-	25,156
23 June 2023	23 June 2023 to 23 June 2025	9.05	-	27,666	(2,561)	-	25,105
Total			1,560,065	1,115,883	(164,416)	(991,441)	1,520,091
Weighted average fair value on the date of award (HK\$)			10.92	10.10	10.48	10.96	10.34

The fair values of the PCCW Shares and the Share Stapled Units awarded during the year on the dates of award are measured by the respective quoted market prices of the PCCW Shares and the Share Stapled Units at the respective award dates.

The PCCW Shares and the Share Stapled Units unvested had a weighted average remaining vesting period at the end of the reporting period as follows:

	2022	2023
PCCW Purchase Scheme (PCCW Shares)	0.69 year	<b>0.83 year</b>
PCCW Subscription Scheme (PCCW Shares)	0.77 year	<b>0.81 year</b>
PCCW Purchase Scheme (Share Stapled Units)	0.86 year	<b>0.95 year</b>
HKT Share Stapled Units Purchase Scheme (Share Stapled Units)	0.64 year	<b>0.81 year</b>
HKT Share Stapled Units Subscription Scheme (Share Stapled Units)	0.65 year	<b>0.66 year</b>

## 35 RESERVES

In HK\$ million	2022								
	Treasury stock	Employee share-based compensation reserve	Currency translation reserve	Hedging reserve	Costs of hedging reserve	Financial assets at FVOCI reserve	Other reserves	Accumulated losses	Total
<b>THE GROUP</b>									
As at 1 January 2022	(11)	58	179	133	(9)	–	(357)	(4,470)	(4,477)
Total comprehensive (loss)/income for the year									
Profit for the year	–	–	–	–	–	–	–	158	158
Other comprehensive income/(loss)									
Items that will not be reclassified subsequently to consolidated income statement:									
Remeasurements of defined benefit retirement schemes obligations	–	–	–	–	–	–	–	22	22
Changes in the fair value of financial assets at FVOCI	–	–	–	–	–	(60)	–	–	(60)
Items that have been reclassified or may be reclassified subsequently to consolidated income statement:									
Translation exchange differences:									
– exchange differences on translating foreign operations of subsidiaries	–	–	(51)	–	–	–	–	–	(51)
– exchange differences on translating foreign operations of associates and joint ventures	–	–	(269)	–	–	–	–	–	(269)
– reclassification of currency translation reserve on deconsolidation of subsidiaries	–	–	33	–	–	–	–	–	33
– reclassification of currency translation reserve on partial disposal of interests in an associate	–	–	(33)	–	–	–	–	–	(33)
Cash flow hedges:									
– effective portion of changes in fair value	–	–	–	(23)	–	–	–	–	(23)
– transfer from equity to consolidated income statement	–	–	–	45	6	–	–	–	51
Costs of hedging	–	–	–	–	(57)	–	–	–	(57)
Total comprehensive (loss)/income for the year	–	–	(320)	22	(51)	(60)	–	180	(229)
Transactions with equity holders									
Purchases/Subscription of PCCW Shares under share award schemes	(10)	–	–	–	–	–	–	–	(10)
Purchases/Subscription of Share Stapled Units under share award schemes	–	–	–	–	–	–	–	(12)	(12)
Purchases of Share Stapled Units	–	–	–	–	–	–	–	(263)	(263)
Employee share-based compensation	–	38	–	–	–	–	–	–	38
Vesting of PCCW Shares and Share Stapled Units under share award schemes	12	(36)	–	–	–	–	–	24	–
Distributions/Dividends for PCCW Shares and Share Stapled Units granted under share award schemes	–	(4)	–	–	–	–	–	–	(4)
Dividend paid in respect of the previous year	–	–	–	–	–	–	–	(2,139)	(2,139)
Dividend declared and paid in respect of the current year	–	–	–	–	–	–	–	(738)	(738)
Total contributions by and distributions to equity holders	2	(2)	–	–	–	–	–	(3,128)	(3,128)
Change in interests in subsidiaries that does not result in a loss of control (note 44(a))	–	–	–	–	–	–	–	159	159
Accretion on put option to the non-controlling shareholder of an indirect non-wholly owned subsidiary that does not result in a loss of control	–	–	–	–	–	–	(10)	–	(10)
Expiry of put option to the non-controlling shareholder of an indirect non-wholly owned subsidiary	–	–	–	–	–	–	285	–	285
Total transactions with equity holders	2	(2)	–	–	–	–	275	(2,969)	(2,694)
As at 31 December 2022	(9)	56	(141)	155	(60)	(60)	(82)	(7,259)	(7,400)

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35 RESERVES (CONTINUED)

In HK\$ million	2022				
	Employee share-based compensation reserve	Hedging reserve	Costs of hedging reserve	Retained profits	Total
<b>THE COMPANY</b>					
As at 1 January 2022	20	1	(2)	19,219	19,238
Total comprehensive income/(loss) for the year					
Profit for the year	–	–	–	2,515	2,515
Other comprehensive income/(loss)					
Items that have been reclassified or may be reclassified subsequently to income statement:					
Cash flow hedges:					
– effective portion of changes in fair value	–	(1)	–	–	(1)
Costs of hedging	–	–	2	–	2
Total comprehensive income/(loss) for the year	–	(1)	2	2,515	2,516
Transactions with equity holders					
Dividend paid in respect of the previous year	–	–	–	(2,143)	(2,143)
Dividend declared and paid in respect of the current year	–	–	–	(740)	(740)
Total transactions with equity holders	–	–	–	(2,883)	(2,883)
As at 31 December 2022 (note a)	20	–	–	18,851	18,871



### 35 RESERVES (CONTINUED)

In HK\$ million	2023								Total
	Treasury stock	Employee share-based compensation reserve	Currency translation reserve	Hedging reserve	Costs of hedging reserve	Financial assets at FVOCI reserve	Other reserves	Accumulated losses	
<b>THE GROUP</b>									
As at 1 January 2023	(9)	56	(141)	155	(60)	(60)	(82)	(7,259)	(7,400)
Total comprehensive (loss)/income for the year									
Loss for the year	-	-	-	-	-	-	-	(471)	(471)
Other comprehensive income/(loss)									
Items that will not be reclassified subsequently to consolidated income statement:									
Remeasurements of defined benefit retirement schemes obligations	-	-	-	-	-	-	-	(44)	(44)
Changes in the fair value of financial assets at FVOCI	-	-	-	-	-	(207)	-	-	(207)
Items that have been reclassified or may be reclassified subsequently to consolidated income statement:									
Translation exchange differences:									
- exchange differences on translating foreign operations of subsidiaries	-	-	19	-	-	-	-	-	19
- exchange differences on translating foreign operations of associates and joint ventures	-	-	(24)	-	-	-	-	-	(24)
Cash flow hedges:									
- effective portion of changes in fair value	-	-	-	(94)	-	-	-	-	(94)
- transfer from equity to consolidated income statement	-	-	-	(83)	6	-	-	-	(77)
Costs of hedging	-	-	-	-	(21)	-	-	-	(21)
Total comprehensive loss for the year	-	-	(5)	(177)	(15)	(207)	-	(515)	(919)
Transactions with equity holders									
Purchases of PCCW Shares under share award scheme	(10)	-	-	-	-	-	-	-	(10)
Purchases of Share Stapled Units under share award schemes	-	-	-	-	-	-	-	(10)	(10)
Purchases of Share Stapled Units	-	-	-	-	-	-	-	(140)	(140)
Employee share-based compensation	-	34	-	-	-	-	-	-	34
Vesting of PCCW Shares and Share Stapled Units under share award schemes	9	(31)	-	-	-	-	-	22	-
Distributions/Dividends for PCCW Shares and Share Stapled Units granted under share award schemes	-	(5)	-	-	-	-	-	-	(5)
Dividend paid in respect of the previous year	-	-	-	-	-	-	-	(2,201)	(2,201)
Dividend declared and paid in respect of the current year	-	-	-	-	-	-	-	(755)	(755)
Total contributions by and distributions to equity holders	(1)	(2)	-	-	-	-	-	(3,084)	(3,087)
Change in interests in subsidiaries that does not result in a loss of control (note 44(c))	-	-	-	-	-	-	-	933	933
Transfer of loss on disposal of financial assets at FVOCI	-	-	-	-	-	48	-	(48)	-
Total transactions with equity holders	(1)	(2)	-	-	-	48	-	(2,199)	(2,154)
As at 31 December 2023	(10)	54	(146)	(22)	(75)	(219)	(82)	(9,973)	(10,473)

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### 35 RESERVES (CONTINUED)

In HK\$ million	2023		
	Employee share-based compensation reserve	Retained profits	Total
<b>THE COMPANY</b>			
As at 1 January 2023	20	18,851	18,871
Total comprehensive income for the year			
Profit for the year	–	2,359	2,359
Total comprehensive income for the year	–	2,359	2,359
Transactions with equity holders			
Dividend paid in respect of the previous year	–	(2,204)	(2,204)
Dividend declared and paid in respect of the current year	–	(756)	(756)
Total transactions with equity holders	–	(2,960)	(2,960)
As at 31 December 2023 (note a)	20	18,250	18,270

a. The Company had total distributable reserves of HK\$18,250 million as at 31 December 2023 (2022: HK\$18,851 million).

### 36 DEFERRED INCOME TAX

As at 31 December 2023, deferred income tax liabilities/(assets) represent:

In HK\$ million	2022	2023
Deferred income tax assets	(985)	(913)
Deferred income tax liabilities	4,585	4,889
	3,600	3,976

### 36 DEFERRED INCOME TAX (CONTINUED)

#### a. Movements in deferred income tax liabilities/(assets) were as follows:

In HK\$ million	2022				
	Accelerated tax depreciation and amortisation	Valuation adjustment resulting from acquisition of subsidiaries	Tax losses	Others	Total
Beginning of year	5,022	143	(1,668)	(18)	3,479
Charged/(Credited) to the consolidated income statement	413	(21)	(267)	–	125
Deconsolidation of subsidiaries	(132)	(14)	143	–	(3)
Exchange differences	–	–	–	(1)	(1)
End of year	5,303	108	(1,792)	(19)	3,600

In HK\$ million	2023				
	Accelerated tax depreciation and amortisation	Valuation adjustment resulting from acquisition of subsidiaries	Tax losses	Others	Total
Beginning of year	5,303	108	(1,792)	(19)	3,600
Charged/(Credited) to the consolidated income statement	565	(20)	(165)	(2)	378
Exchange differences	(1)	–	–	(1)	(2)
End of year	5,867	88	(1,957)	(22)	3,976

b. Deferred income tax assets are recognised for tax losses carry-forward to the extent that realisation of the related tax benefit through utilisation against future taxable profits is probable. As at 31 December 2023, the Group had unutilised estimated tax losses for which no deferred income tax assets have been recognised of HK\$13,666 million (2022: HK\$12,055 million) to carry forward for deduction against future taxable income. Estimated tax losses of HK\$411 million (2022: HK\$381 million) and HK\$157 million (2022: HK\$148 million) will expire within 1 to 5 years and after 5 years from 31 December 2023 respectively. The remaining portion of the tax losses, mainly relating to Hong Kong companies, can be carried forward indefinitely.

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(Amount expressed in Hong Kong dollars unless otherwise stated)

### 37 CARRIER LICENCE FEE LIABILITIES

As at 31 December 2023, the Group had carrier licence fee liabilities payable as follows:

In HK\$ million	2022			2023		
	Present	Interest	Total	Present	Interest	Total
	value of the	expense	minimum	value of the	expense	minimum
	minimum	relating to	annual fees	minimum	relating to	annual fees
	annual fees	future	annual fees	annual fees	future	annual fees
		periods			periods	
Payable within a period						
– not exceeding one year	331	5	336	<b>338</b>	<b>5</b>	<b>343</b>
– over one year, but not exceeding two years	329	14	343	<b>286</b>	<b>11</b>	<b>297</b>
– over two years, but not exceeding five years	836	76	912	<b>857</b>	<b>77</b>	<b>934</b>
– over five years	2,175	537	2,712	<b>1,943</b>	<b>449</b>	<b>2,392</b>
	3,671	632	4,303	<b>3,424</b>	<b>542</b>	<b>3,966</b>
Less: amounts payable within one year classified as current liabilities	(331)	(5)	(336)	<b>(338)</b>	<b>(5)</b>	<b>(343)</b>
Non-current portion	3,340	627	3,967	<b>3,086</b>	<b>537</b>	<b>3,623</b>

## 38 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

### a. Reconciliation of profit before income tax to net cash generated from operating activities

In HK\$ million	2022	2023
Profit before income tax	3,422	2,499
Adjustments for:		
Interest income	(101)	(165)
Finance costs	1,827	2,657
Fair value movement of derivative financial instruments	(5)	31
Fair value losses on financial assets at FVPL	352	(169)
Gain on deconsolidation of subsidiaries, net	(780)	–
Gain on partial disposal of interests in an associate, net	(300)	–
Other gains	(31)	(121)
Losses on disposal of property, plant and equipment and right-of-use assets, net	2	2
Impairment loss for trade receivables	250	245
Provision for/(Write-back of provision for) inventory obsolescence, net	23	(3)
Depreciation of property, plant and equipment	1,356	1,385
Depreciation of right-of-use assets	1,513	1,418
Amortisation of land lease premium – interests in leasehold land	17	17
Amortisation of intangible assets	3,487	3,456
Amortisation of fulfilment costs	421	386
Amortisation of customer acquisition costs	1,123	1,201
Share of results of associates and joint ventures	278	252
Increase in treasury stock for the purchases of PCCW Shares under share award scheme	(12)	(12)
Decrease in equity for the purchases of Share Stapled Units under share award schemes	(14)	(12)
Share-based compensation expenses	52	46
Pension cost for defined benefit retirement schemes	1	2
(Increase)/Decrease in operating assets		
– fulfilment costs	(567)	(653)
– customer acquisition costs	(1,108)	(1,250)
– contract assets	(166)	791
– other non-current assets	149	158
– inventories	(822)	460
– trade receivables, prepayments, deposits and other current assets	(923)	(65)
– amounts due from related companies	(622)	725
– restricted cash	(188)	164
Increase/(Decrease) in operating liabilities		
– trade payables, accruals and other payables	1,885	139
– amounts due to related companies	–	35
– advances from customers	16	(7)
– contract liabilities	(123)	3
– defined benefit retirement schemes liability	(13)	(20)
– other long-term liabilities	(9)	(17)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>10,390</b>	<b>13,578</b>
Interest received	83	134
Income tax paid, net of tax refund		
– Hong Kong profits tax paid*	(67)	(299)
– overseas profits tax paid	(67)	(67)
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>	<b>10,339</b>	<b>13,346</b>

\* As at 31 December 2022 and 2023, the Hong Kong profits tax assessments and/or the current income tax liabilities of certain subsidiaries of the Group had not been received or not yet due, such that any corresponding tax charge settlement would be deferred to upcoming financial years.

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**38 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)**

**b. Movements of financial (assets)/liabilities arising from financing activities**

Movements of financial (assets)/liabilities arising from financing activities are as follows:

In HK\$ million	2022							
	Prepaid finance costs (included in prepayments, deposits and other current assets)	Interest payable (included in accruals and other payables)	Lease liabilities	Amounts due to related companies	Borrowings	Derivative financial instruments, net	OTT Preference Shares Liability (included in accruals and other payables)	Total
As at 1 January 2022	(61)	243	2,393	66	46,823	(43)	850	50,271
Cash flows in financing activities								
New borrowings raised	(27)	7	–	–	33,263	–	–	33,243
Finance costs (paid)/received	–	(1,259)	–	–	–	236	–	(1,023)
Repayments of borrowings	–	–	–	–	(30,329)	–	–	(30,329)
Payment for lease liabilities (including interest)	–	–	(1,526)	–	–	–	–	(1,526)
Movement in amount due to a related company	–	–	–	(7)	–	–	–	(7)
Payment for repurchase of preference shares of a subsidiary	–	–	–	–	–	–	(863)	(863)
Cash flows in investing activities								
Loan repayment in relation to licence fee (note 40(b)(i))	–	–	–	–	(130)	–	–	(130)
Other changes (including non-cash movements)	59	2,050	1,257	(5)	(106)	61	13	3,329
As at 31 December 2022	(29)	1,041	2,124	54	49,521	254	–	52,965

### 38 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

#### b. Movements of financial (assets)/liabilities arising from financing activities (continued)

Movements of financial (assets)/liabilities arising from financing activities are as follows: (continued)

In HK\$ million	2023						
	Prepaid finance costs (included in prepayments, deposits and other current assets)	Interest payable (included in accruals and other payables)	Lease liabilities	Amounts due to related companies	Borrowings	Derivative financial instruments, net	Total
As at 1 January 2023	(29)	1,041	2,124	54	49,521	254	52,965
Cash flows in financing activities							
New borrowings raised	(14)	5	-	-	33,981	-	33,972
Finance costs (paid)/received	-	(2,259)	-	(2)	-	272	(1,989)
Repayments of borrowings	-	-	-	-	(32,255)	46	(32,209)
Payment for lease liabilities (including interest)	-	-	(1,518)	-	-	-	(1,518)
Movement in amount due to a related company	-	-	-	29	-	-	29
Cash flows in investing activities							
Loan repayment in relation to licence fee (note 40(b)(i))	-	-	-	-	(130)	-	(130)
Other changes (including non-cash movements)	10	1,589	1,537	37	929	185	4,287
As at 31 December 2023	(33)	376	2,143	118	52,046	757	55,407

#### c. Analysis of cash and cash equivalents

In HK\$ million	2022	2023
Total cash and bank balances	3,500	2,917
Less: restricted cash	(375)	(211)
Less: short-term deposits	(116)	(79)
Cash and cash equivalents as at 31 December	3,009	2,627

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### 39 CAPITAL MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders to support the Group's stability and growth; and to earn a margin commensurate with the level of business and market risks in the Group's operation.

The Group monitors capital by reviewing the level of capital that is at the disposal of the Group ("Adjusted Capital"), taking into consideration the future capital requirements of the Group, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. Adjusted Capital comprises all components of equity.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements, except for the debt covenant requirement of loan agreements with external parties and the minimum capital requirement of a subsidiary regulated by the Bermuda Monetary Authority. A subsidiary of the Group also has a minimum capital requirement as a condition for a stored value facilities licence granted by the Hong Kong Monetary Authority.

### 40 FINANCIAL INSTRUMENTS

The tables below analyse financial instruments by category:

In HK\$ million	Financial assets at amortised cost	Financial assets at FVOCI	2022 Financial assets at FVPL	Derivatives used for hedging	Total
Non-current assets					
Financial assets at FVOCI	–	701	–	–	701
Financial assets at FVPL	–	–	2,804	–	2,804
Other financial assets	1,596	–	–	–	1,596
Derivative financial instruments	–	–	–	27	27
Other non-current assets (excluding prepayments)	145	–	–	–	145
	1,741	701	2,804	27	5,273
Current assets					
Prepayments, deposits and other current assets (excluding prepayments)	2,731	–	–	–	2,731
Trade receivables, net	4,602	–	–	–	4,602
Amounts due from related companies	751	–	–	–	751
Derivative financial instruments	–	–	–	58	58
Restricted cash	375	–	–	–	375
Short-term deposits	116	–	–	–	116
Cash and cash equivalents	3,009	–	–	–	3,009
	11,584	–	–	58	11,642
Total	13,325	701	2,804	85	16,915



#### 40 FINANCIAL INSTRUMENTS (CONTINUED)

The tables below analyse financial instruments by category: (continued)

In HK\$ million	2022			Total
	Financial liabilities at FVPL	Derivatives used for hedging	Other financial liabilities at amortised cost	
<b>Current liabilities</b>				
Short-term borrowings	–	–	(3,950)	(3,950)
Trade payables	–	–	(6,074)	(6,074)
Accruals and other payables	–	–	(8,655)	(8,655)
Derivative financial instrument	–	(98)	–	(98)
Carrier licence fee liabilities	–	–	(331)	(331)
Amounts due to related companies	–	–	(54)	(54)
Advances from customers	–	–	(286)	(286)
Lease liabilities	–	–	(1,130)	(1,130)
	–	(98)	(20,480)	(20,578)
<b>Non-current liabilities</b>				
Long-term borrowings	–	–	(45,571)	(45,571)
Derivative financial instruments*	(18)	(223)	–	(241)
Carrier licence fee liabilities	–	–	(3,340)	(3,340)
Lease liabilities	–	–	(994)	(994)
Other long-term liabilities	–	–	(2,084)	(2,084)
	(18)	(223)	(51,989)	(52,230)
<b>Total</b>	<b>(18)</b>	<b>(321)</b>	<b>(72,469)</b>	<b>(72,808)</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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**40 FINANCIAL INSTRUMENTS** (CONTINUED)

The tables below analyse financial instruments by category: (continued)

In HK\$ million	Financial assets at amortised cost	Financial assets at FVOCI	2023 Financial assets at FVPL	Derivatives used for hedging	Total
Non-current assets					
Financial assets at FVOCI	–	219	–	–	219
Financial assets at FVPL	–	–	3,050	–	3,050
Other financial assets	1,369	–	–	–	1,369
Derivative financial instruments	–	–	–	29	29
Other non-current assets (excluding prepayments)	143	–	–	–	143
	<b>1,512</b>	<b>219</b>	<b>3,050</b>	<b>29</b>	<b>4,810</b>
Current assets					
Prepayments, deposits and other current assets (excluding prepayments)	2,994	–	–	–	2,994
Trade receivables, net	4,135	–	–	–	4,135
Amounts due from related companies	25	–	–	–	25
Restricted cash	211	–	–	–	211
Short-term deposits	79	–	–	–	79
Cash and cash equivalents	2,627	–	–	–	2,627
	<b>10,071</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>10,071</b>
<b>Total</b>	<b>11,583</b>	<b>219</b>	<b>3,050</b>	<b>29</b>	<b>14,881</b>

## 40 FINANCIAL INSTRUMENTS (CONTINUED)

The tables below analyse financial instruments by category: (continued)

In HK\$ million	2023			Total
	Financial liabilities at FVPL	Derivatives used for hedging	Other financial liabilities at amortised cost	
Current liabilities				
Short-term borrowings	–	–	(1,049)	(1,049)
Trade payables	–	–	(6,297)	(6,297)
Accruals and other payables	–	–	(7,911)	(7,911)
Derivative financial instrument	–	(151)	–	(151)
Carrier licence fee liabilities	–	–	(338)	(338)
Amounts due to related companies	–	–	(118)	(118)
Advances from customers	–	–	(279)	(279)
Lease liabilities	–	–	(1,107)	(1,107)
	–	(151)	(17,099)	(17,250)
Non-current liabilities				
Long-term borrowings	–	–	(50,997)	(50,997)
Derivative financial instruments*	(33)	(602)	–	(635)
Carrier licence fee liabilities	–	–	(3,086)	(3,086)
Lease liabilities	–	–	(1,036)	(1,036)
Other long-term liabilities	–	–	(2,368)	(2,368)
	(33)	(602)	(57,487)	(58,122)
Total	(33)	(753)	(74,586)	(75,372)

\* As at 31 December 2023, derivative financial instruments classified as non-current liabilities of HK\$34 million (2022: HK\$29 million) related to foreign exchange forward contracts with an aggregate notional contract amount of US\$470 million (approximately HK\$3,686 million) (2022: US\$470 million (approximately HK\$3,686 million)) were designated as cash flow hedges of US\$300 million zero coupon guaranteed notes due 2030. The US\$300 million guaranteed notes may be redeemed at the option of the Group on 15 January 2025 at an early redemption amount of US\$470 million (2022: US\$470 million). Refer to notes 29(a) and 30(a) for details of the guaranteed notes and the foreign exchange forward contracts respectively.

Exposure to credit, liquidity and market risk (including foreign currency risk and interest rate risk) arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investments in other entities. Exposure to these risks is controlled by the Group's financial management policies and practices described below.

## 40 FINANCIAL INSTRUMENTS (CONTINUED)

### a. Credit risk

The Group's credit risk is primarily attributable to cash and cash equivalents, short-term deposits, restricted cash, trade receivables, contract assets, amounts due from related companies, investments in debt instruments, derivative financial instruments, deposits and other receivables. Management has policies in place and exposure to these credit risks is monitored on an ongoing basis.

The Group's normal credit period for customers is ranging up to 30 days from the date of invoice unless there is a separate mutual agreement on extension of the credit period. The Group maintains a well-defined credit policy and individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Debtors who have overdue balances are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers. As at 31 December 2022 and 2023, the Group did not have a significant exposure to any individual debtors or counterparties.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade receivables are set out in note 28(d).

The overall impact of impairment of the contract assets on the consolidated financial statements is considered by management. Management considered the lifetime expected losses with respect to these contract assets were minimal as at 31 December 2022 and 2023 and the Group made no write-off or provision for these contract assets during the years ended 31 December 2022 and 2023.

Investments in debt instruments, amounts due from related companies, deposits and other receivables are considered to have low credit risk. These assets are continuously monitored by assessing the credit quality of the counterparty, taking into account its financial position, past experience and other factors. Where necessary, provision for impairment loss is made for estimated irrecoverable amounts. As at 31 December 2022 and 2023, investments in debt instruments, amounts due from related companies, deposits and other receivables were fully performing.

Derivative financial instruments, restricted cash, short-term deposits and cash and cash equivalents are considered to have low credit risk. These assets are executed with creditworthy financial institutions or investment counterparties and the Group does not expect any significant counterparty risk. Moreover, credit limits are set for individual counterparties and periodic reviews are conducted to ensure that the limits are strictly followed.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset, including derivative financial instruments, in the consolidated statement of financial position. Except for the guarantees given by the Group as disclosed in notes 22(b) and 42, the Group does not provide any other guarantees which would expose the Group to credit risk.

### b. Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with debt covenants, to ensure that it maintains sufficient reserves of cash and adequate lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term. Management believes there is no significant liquidity risk as the Group has sufficient cash and banking facilities to fund its operations and debt servicing requirements.

The Group is subject to certain corporate guarantee obligations to guarantee performance of its subsidiaries in the normal course of their businesses. Refer to note 42 for details.

## 40 FINANCIAL INSTRUMENTS (CONTINUED)

### b. Liquidity risk (continued)

The following tables detail the remaining contractual maturities at the end of the reporting periods of the Group's non-derivative financial liabilities and derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

In HK\$ million	2022				Total contractual undiscounted cash outflow	Carrying amount
	Within 1 year or on demand	More than 1 year but within 2 years	More than 2 years but within 5 years	More than 5 years		
<b>Current liabilities</b>						
Short-term borrowings	(3,956)	–	–	–	(3,956)	(3,950)
Trade payables	(6,074)	–	–	–	(6,074)	(6,074)
Accruals and other payables (note iv)	(8,695)	–	–	–	(8,695)	(8,655)
Derivative financial instrument (note ii)	(100)	–	–	–	(100)	(98)
Carrier licence fee liabilities	(336)	–	–	–	(336)	(331)
Amounts due to related companies	(54)	–	–	–	(54)	(54)
Advances from customers	(286)	–	–	–	(286)	(286)
Lease liabilities	(1,182)	–	–	–	(1,182)	(1,130)
	(20,683)	–	–	–	(20,683)	(20,578)
<b>Non-current liabilities</b>						
Long-term borrowings (note i)	(1,787)	(7,644)	(30,126)	(12,926)	(52,483)	(45,571)
Derivative financial instruments	36	(37)	(105)	(140)	(246)	(241)
Carrier licence fee liabilities	–	(343)	(912)	(2,712)	(3,967)	(3,340)
Lease liabilities	–	(630)	(377)	(4)	(1,011)	(994)
Other long-term liabilities (note iii)	–	(61)	(1,000)	(3,189)	(4,250)	(2,084)
	(1,751)	(8,715)	(32,520)	(18,971)	(61,957)	(52,230)
<b>Total</b>	<b>(22,434)</b>	<b>(8,715)</b>	<b>(32,520)</b>	<b>(18,971)</b>	<b>(82,640)</b>	<b>(72,808)</b>

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### 40 FINANCIAL INSTRUMENTS (CONTINUED)

#### b. Liquidity risk (continued)

In HK\$ million

	2023					Total contractual undiscounted cash outflow	Carrying amount
	Within 1 year or on demand	More than 1 year but within 2 years	More than 2 years but within 5 years	More than 5 years			
Current liabilities							
Short-term borrowings	(1,071)	–	–	–	(1,071)	(1,049)	
Trade payables	(6,297)	–	–	–	(6,297)	(6,297)	
Accruals and other payables	(7,911)	–	–	–	(7,911)	(7,911)	
Derivative financial instrument (note ii)	(153)	–	–	–	(153)	(151)	
Carrier licence fee liabilities	(343)	–	–	–	(343)	(338)	
Amounts due to related companies	(118)	–	–	–	(118)	(118)	
Advances from customers	(279)	–	–	–	(279)	(279)	
Lease liabilities	(1,185)	–	–	–	(1,185)	(1,107)	
	(17,357)	–	–	–	(17,357)	(17,250)	
Non-current liabilities							
Long-term borrowings (note i)	(2,326)	(14,708)	(29,200)	(12,667)	(58,901)	(50,997)	
Derivative financial instruments	63	(84)	(209)	(470)	(700)	(635)	
Carrier licence fee liabilities	–	(297)	(934)	(2,392)	(3,623)	(3,086)	
Lease liabilities	–	(662)	(382)	(60)	(1,104)	(1,036)	
Other long-term liabilities (note iii)	–	(92)	(960)	(3,188)	(4,240)	(2,368)	
	(2,263)	(15,843)	(31,685)	(18,777)	(68,568)	(58,122)	
Total	(19,620)	(15,843)	(31,685)	(18,777)	(85,925)	(75,372)	

#### Notes:

- As at 31 December 2023, bank borrowings of HK\$1,040 million (2022: HK\$1,170 million) included in long-term borrowings were outstanding for financing a 15-year 3G spectrum utilisation fee paid upfront by the Group.
- As at 31 December 2023, derivative financial instrument included HK\$153 million (2022: HK\$107 million) of short-term interest payable, which related to interest drawn under an arrangement with a bank to receive agreed amounts by instalments to settle interest payments of a floating-to-fixed interest rate swap contract with a notional contract amount of HK\$1,000 million (2022: HK\$1,000 million).
- As at 31 December 2023, other long-term liabilities included HK\$618 million (2022: HK\$535 million) of long-term interest payable, which related to interest drawn under an arrangement with a bank to receive agreed amounts by instalments to settle interest payments of a fixed-to-fixed cross currency swap contract with a notional contract amount of EUR200 million (approximately HK\$1,665 million) (2022: EUR200 million (approximately HK\$1,665 million)). Refer to notes 29(c) and 30(a) for details of the guaranteed notes and the derivative financial instruments respectively.
- As at 31 December 2022, accruals and other payables included HK\$715 million of short-term interest payable, which related to interest drawn under the arrangements with banks to receive agreed amounts by instalments to settle interest payments of fixed-to-fixed cross currency swap contracts with an aggregate notional contract amount of US\$500 million (approximately HK\$3,879 million). Refer to notes 28(e)(i) and 30(a) for details of the guaranteed notes and the derivative financial instruments respectively.

## 40 FINANCIAL INSTRUMENTS (CONTINUED)

### c. Market risk

Market risk comprises foreign currency, interest rate and equity price exposure deriving from the Group's operation, investment and funding activities. As a matter of policy, the Group enters into cross currency swap contracts, interest rate swap contracts, foreign exchange forward contracts and other financial instruments to manage its exposure to market risk directly related to its operations and financing. The Group does not undertake any speculative trading activities in connection with these financial instruments or enters into or acquires high market risk instruments for trading purposes.

The Group determines the appropriate risk management activities with the aim of prudently managing the market risk associated with transactions undertaken in the normal course of the Group's business.

All treasury risk management activities are carried out in accordance with policies and guidelines approved by the Group, which are reviewed on a regular basis. Early termination and amendments to the terms of the transaction would typically occur when there are changes in the underlying assets or liabilities or in the risk management strategy of the Group.

In the normal course of business, the Group uses the above-mentioned financial instruments to limit its exposure to adverse fluctuations in foreign exchange rates and interest rates. These instruments are executed with creditworthy financial institutions and all contracts are denominated in major currencies.

### i. Foreign currency risk

The Group operates internationally and is exposed to foreign currency risk arising from various currency exposure. Foreign currency risk arises when the Group's recognised assets and liabilities are denominated in a currency that is not the functional currency of the relevant group entity.

The Group's borrowings are substantially denominated in Hong Kong dollars, United States dollars and Euro. As at 31 December 2023, all (2022: majority) of the Group's borrowings denominated in United States dollars/Euro were swapped into Hong Kong dollars by cross currency swap contracts and foreign exchange forward contracts. Given this, management does not expect that there will be any significant foreign currency risk associated with the Group's borrowings. The cross currency swap contracts and foreign exchange forward contracts outstanding as at 31 December 2023 with an aggregate notional contract amount of US\$2,870 million (approximately HK\$22,400 million) (2022: US\$3,370 million (approximately HK\$26,279 million)) and EUR200 million (approximately HK\$1,665 million) (2022: EUR200 million (approximately HK\$1,665 million)) were designated or redesignated as cash flow hedges against foreign currency risk.

In respect of trade receivables and payables held in currencies other than the functional currency of the operations to which they relate, the Group ensures that the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot or forward rates where necessary to address short-term imbalances.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2023

(Amount expressed in Hong Kong dollars unless otherwise stated)

### 40 FINANCIAL INSTRUMENTS (CONTINUED)

#### c. Market risk (continued)

##### i. Foreign currency risk (continued)

The following table details the Group's exposure at the end of the reporting period to currency risk arising from significant monetary assets or liabilities denominated in foreign currencies:

In HK\$ million	2022		2023	
	United States Dollars	Euro	United States Dollars	Euro
Trade receivables	1,852	36	<b>1,748</b>	<b>40</b>
Short-term deposits	–	–	<b>70</b>	–
Cash and cash equivalents	1,103	63	<b>507</b>	<b>39</b>
Short-term borrowings	(3,894)	–	–	–
Trade payables	(3,157)	(36)	<b>(2,622)</b>	<b>(54)</b>
Advances from customers	(16)	(1)	<b>(16)</b>	<b>(1)</b>
Lease liabilities	(59)	(9)	<b>(52)</b>	<b>(8)</b>
Long-term borrowings	(21,675)	(1,646)	<b>(21,701)</b>	<b>(1,718)</b>
Gross exposure arising from net monetary liabilities	(25,846)	(1,593)	<b>(22,066)</b>	<b>(1,702)</b>
Net monetary (assets)/liabilities denominated in respective entities' functional currencies	(671)	(2)	<b>(582)</b>	<b>3</b>
Borrowings with hedging instruments	25,569	1,646	<b>21,701</b>	<b>1,718</b>
Overall net exposure	(948)	51	<b>(947)</b>	<b>19</b>

As at 31 December 2023, if the Hong Kong dollar had weakened/strengthened by 1% (2022: same) against the United States dollar, with all other variables held constant, the profit after tax of the Group for the year would have decreased/increased by approximately HK\$8 million (2022: HK\$8 million), mainly as a result of foreign exchange losses/gains on translation of United States dollar denominated monetary assets and liabilities which are not hedged by hedging instruments. Meanwhile, the hedging reserve and costs of hedging reserve of the Group as at 31 December 2023 would have collectively debited/credited by approximately HK\$110 million (2022: HK\$130 million), mainly as a result of foreign exchange losses/gains on the borrowings being hedged by cross currency swap contracts and foreign exchange forward contracts.



## 40 FINANCIAL INSTRUMENTS (CONTINUED)

### c. Market risk (continued)

#### i. Foreign currency risk (continued)

As at 31 December 2023, if the Hong Kong dollar had weakened/strengthened by 5% (2022: same) against Euro, with all other variables held constant, the profit after tax of the Group for the year would have increased/decreased by approximately HK\$1 million (2022: HK\$2 million), mainly as a result of foreign exchange gains/losses on translation of Euro denominated monetary assets and liabilities which are not hedged by hedging instruments. Meanwhile, the hedging reserve and costs of hedging reserve of the Group as at 31 December 2023 would have collectively debited/credited by approximately HK\$45 million (2022: HK\$43 million), mainly as a result of foreign exchange losses/gains on the long-term borrowings being hedged by a cross currency swap contract.

The sensitivity analysis has been determined assuming that the change in foreign exchange rates occurred at the end of the reporting period and applied to the Group's exposure to currency risk for monetary assets and liabilities in existence at those dates, and that all other variables, in particular interest rates, remained constant.

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the end of the next annual reporting period. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any change in the movement in value of the United States dollar against other currencies. The analysis was performed on the same methodology for the years ended 31 December 2022 and 2023.

#### ii. Interest rate risk

Given the relatively insignificant amount of interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

The Group's interest rate risk arises primarily from borrowings. Borrowings at variable rates and fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. In addition, from time to time, the Group draws under its revolving credit facilities which are substantially denominated in Hong Kong dollars with floating rate interest.

The Group has entered into floating-to-fixed interest rate swap contracts to hedge the cash flow interest rate risk arising from certain floating rate borrowings.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2023

(Amount expressed in Hong Kong dollars unless otherwise stated)

### 40 FINANCIAL INSTRUMENTS (CONTINUED)

#### c. Market risk (continued)

##### ii. Interest rate risk (continued)

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period, after taking into account the effect of the cash flow and fair value hedging instruments:

	2022		2023	
	Effective interest rate %	HK\$ million	Effective interest rate %	HK\$ million
Net fixed rate borrowings:				
Short-term bank borrowing with hedging instrument	–	–	<b>4.62</b>	<b>994</b>
Short-term borrowing with hedging instruments	4.53	3,894	–	–
Long-term borrowings	5.06	776	<b>5.06</b>	<b>778</b>
Long-term bank borrowings with hedging instruments	2.71	997	<b>4.07</b>	<b>1,589</b>
Long-term borrowings with hedging instruments	3.32	22,545	<b>2.93</b>	<b>22,641</b>
		28,212		<b>26,002</b>
Variable rate borrowings:				
Short-term bank borrowing	5.27	56	<b>5.07</b>	<b>55</b>
Long-term bank borrowings	3.47	21,253	<b>5.30</b>	<b>25,989</b>
		21,309		<b>26,044</b>
Total borrowings		49,521		<b>52,046</b>

As at 31 December 2023, if the interest rate on variable rate borrowings had increased/decreased by 75 basis points (2022: same), with all other variables held constant, the profit after tax of the Group for the year would have decreased/increased by approximately HK\$170 million (2022: HK\$135 million), mainly as a result of higher/lower interest expense on floating rate borrowings in existence at the end of the reporting period.

The sensitivity analysis has been determined assuming that the change in interest rate occurred at the end of the reporting period and applied to the Group's exposure to interest rate risk for floating rate borrowings in existence at those dates. The 75 basis points (2022: same) increase or decrease represents management's assessment of a reasonably possible change in interest rate over the period until the end of the next annual reporting period. The analysis was performed on the same methodology for the years ended 31 December 2022 and 2023.

## 40 FINANCIAL INSTRUMENTS (CONTINUED)

### c. Market risk (continued)

#### iii. Equity price risk

The Group is exposed to equity price changes arising from equity investments.

Investments are held for their long term growth potential or long term strategic purpose. Performance of the Group's listed investments are monitored regularly for price changes, whereas performance of the Group's unlisted investments are assessed at least semi-annually against the performance of the associated business as well as similar listed entities, based on the limited information available to the Group. Assessment of investment's relevance to the Group's long-term strategic plans are also made by management on regular basis (if applicable).

### d. Fair values of financial instruments measured at amortised cost

All financial instruments were carried at amounts not materially different from their fair values as at 31 December 2023 except as follows:

In HK\$ million	2022		2023	
	Carrying amount	Fair value	Carrying amount	Fair value
Other financial assets	1,596	1,393	1,369	1,113
Short-term borrowings	3,950	3,945	1,049	1,049
Long-term borrowings	45,571	43,428	50,997	49,610

The fair values of other financial assets and borrowings are the net present value of the estimated future cash flows discounted at the prevailing market rates. The fair values are within level 2 of the fair value hierarchy (as defined in note 40(e)).

### e. Estimation of fair values

Financial instruments carried at fair value are analysed by valuation method and the different levels are defined as follows:

- Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for the financial assets held by the Group is the current bid price. These instruments are included in level 1.
- Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
- Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted securities.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2023

(Amount expressed in Hong Kong dollars unless otherwise stated)

### 40 FINANCIAL INSTRUMENTS (CONTINUED)

#### e. Estimation of fair values (continued)

The following tables present the Group's financial assets and liabilities that were measured at fair value:

In HK\$ million	As at 31 December 2022			Total
	Level 1	Level 2	Level 3	
<b>Assets</b>				
Financial assets at FVOCI (non-current)				
– Listed securities	554	–	–	554
– Unlisted securities	–	–	147	147
Financial assets at FVPL (non-current)				
– Listed securities	19	–	–	19
– Unlisted securities	–	–	2,785	2,785
Derivative financial instruments (non-current)	–	27	–	27
Derivative financial instruments (current)	–	58	–	58
<b>Total assets</b>	<b>573</b>	<b>85</b>	<b>2,932</b>	<b>3,590</b>
<b>Liabilities</b>				
Derivative financial instruments (current)	–	(98)	–	(98)
Derivative financial instruments (non-current)	–	(241)	–	(241)
<b>Total liabilities</b>	<b>–</b>	<b>(339)</b>	<b>–</b>	<b>(339)</b>
<b>As at 31 December 2023</b>				
In HK\$ million	As at 31 December 2023			Total
	Level 1	Level 2	Level 3	
<b>Assets</b>				
Financial assets at FVOCI (non-current)				
– Listed securities	<b>89</b>	–	–	<b>89</b>
– Unlisted securities	–	–	<b>130</b>	<b>130</b>
Financial assets at FVPL (non-current)				
– Listed securities	<b>21</b>	–	–	<b>21</b>
– Unlisted securities	–	–	<b>3,029</b>	<b>3,029</b>
Derivative financial instruments (non-current)	–	<b>29</b>	–	<b>29</b>
<b>Total assets</b>	<b>110</b>	<b>29</b>	<b>3,159</b>	<b>3,298</b>
<b>Liabilities</b>				
Derivative financial instruments (current)	–	<b>(151)</b>	–	<b>(151)</b>
Derivative financial instruments (non-current)	–	<b>(635)</b>	–	<b>(635)</b>
<b>Total liabilities</b>	<b>–</b>	<b>(786)</b>	<b>–</b>	<b>(786)</b>

## 40 FINANCIAL INSTRUMENTS (CONTINUED)

### e. Estimation of fair values (continued)

Instruments included in level 1 comprised investments in listed instruments classified as financial assets at FVOCI or financial assets at FVPL.

Instruments included in level 2 comprised mainly cross currency swap contracts, interest rate swap contracts and foreign exchange forward contracts classified as derivative financial instruments.

Instruments included in level 3 comprised investments in unlisted instruments classified as financial assets at FVOCI or financial assets at FVPL.

Specific valuation techniques used to value financial instruments include:

- In measuring the swap transactions, the fair value is the net present value of the estimated future cash flows discounted at the market quoted swap foreign exchange rates and interest rates.
- The fair value of the foreign exchange forward contracts is calculated based on the prevailing market foreign exchange rates quoted for contracts with the same notional amounts adjusted for maturity differences.

Investments in unlisted investment funds that are not traded in an active market are valued based on information derived from individual fund reports, or audited reports received from respective fund managers and adjusted by other relevant factors if deemed necessary. For other investments in unlisted instruments, the Group establishes the fair value by using valuation techniques including the use of recent arm's length transactions, reference to other instruments that are substantially the same, and discounted cash flow analysis, making maximum use of market inputs and relying as little as possible on entity-specific inputs.

The key assumptions adopted in the valuation models include market multiples and discount rates which are based on historical patterns and industry trends of comparable companies. The fair values of these level 3 instruments may differ significantly if there are material changes to the underlying assumptions applied in the relevant fair valuation models.

The main level 3 input used by the Group for the valuations of unlisted investments included in level 3 instruments pertains to the use of recent arm's length transactions, reference to portfolio statements, and reference to other listed instruments that are substantially the same.

There were no transfers of financial assets and liabilities between fair value hierarchy classifications during the years ended 31 December 2022 and 2023.

There were no material changes in valuation techniques during the years ended 31 December 2022 and 2023.

After one of the unlisted securities being listed on 13 October 2023, management has reassessed the classification of this security amount of HK\$299 million which is derecognised in the financial assets at FVPL and recognised in the financial assets at FVOCI.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2023

(Amount expressed in Hong Kong dollars unless otherwise stated)

### 40 FINANCIAL INSTRUMENTS (CONTINUED)

#### e. Estimation of fair values (continued)

The following tables present the changes in level 3 assets:

In HK\$ million	2022	
	Financial assets at FVOCI – unlisted securities	Financial assets at FVPL – unlisted securities
Beginning of year	124	1,670
Additions	23	1,460
Disposals	–	(34)
Fair value movement recognised in other (losses)/gains, net	–	(311)
End of year	147	2,785

In HK\$ million	2023	
	Financial assets at FVOCI – unlisted securities	Financial assets at FVPL – unlisted securities
Beginning of year	147	2,785
Additions	–	552
Disposals	–	(475)
Fair value movement recognised in financial assets at FVOCI reserve	(17)	–
Fair value movement recognised in other (losses)/gains, net	–	167
End of year	130	3,029

The estimated fair value of level 3 financial assets as at 31 December 2023 was HK\$3,159 million (2022: HK\$2,932 million).

#### f. Group's valuation process

The Group performs and monitors the valuations of financial instruments required for financial reporting purposes, including level 3 fair values. Material movements in valuations are reported to senior management immediately. Valuation results are reviewed by senior management at least on a semi-annual basis.

## 41 COMMITMENTS

### a. Capital

As at 31 December 2023, capital commitments authorised and contracted for by nature were as follows:

In HK\$ million	2022	2023
Investments	415	249
Acquisition of property, plant and equipment	1,276	1,634
	1,691	1,883

### b. Committed leases not yet commenced

As at 31 December 2023, the total future lease payments for leases committed but not yet commenced were payable as follows:

#### Land and buildings

In HK\$ million	2022	2023
Within 1 year	13	8
After 1 year but within 5 years	14	10
	27	18

#### Network capacity and equipment

In HK\$ million	2022	2023
Within 1 year	9	7
After 1 year but within 5 years	48	16
	57	23

### c. Others

As at 31 December 2023, the Group had other outstanding commitments as follows:

In HK\$ million	2022	2023
Purchase of rights to broadcast certain TV content	1,400	946
Operating expenditure commitments	507	506
	1,907	1,452

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2023

(Amount expressed in Hong Kong dollars unless otherwise stated)

### 41 COMMITMENTS (CONTINUED)

#### d. Lease receivables

As at 31 December 2023, the maturity analysis of the total future minimum lease receipts under non-cancellable operating leases is as follows:

In HK\$ million	2022	2023
Within 1 year	39	36
After 1 year but within 2 years	29	22
After 2 years but within 3 years	17	15
After 3 years but within 4 years	12	7
After 4 years but within 5 years	7	–
	104	80

The Group leases out properties under operating leases. The majority of the leases typically run for periods of 1 to 5 years (2022: 1 to 5 years). None of the leases include material contingent rentals.

### 42 CONTINGENT LIABILITIES

In HK\$ million	2022	2023
Performance guarantees	1,440	1,384
Payment guarantees	–	1
Guarantees in lieu of cash deposit	23	18
Others	22	22
	1,485	1,425

The Group is subject to certain corporate guarantee obligations to guarantee the performance of its subsidiaries in the normal course of their businesses. The amount of liabilities arising from such obligations, if any, cannot be ascertained but the directors are of the opinion that any resulting liability will not materially affect the financial position of the Group.



### 43 BANKING FACILITIES

Aggregate banking facilities as at 31 December 2023 was HK\$49,312 million (2022: HK\$47,193 million) of which the undrawn facilities amounted to HK\$20,488 million (2022: HK\$24,699 million).

Majority of the Group's banking facilities are subject to the fulfilment of covenants relating to certain of the Group's consolidated statement of financial position ratios, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the drawn down facilities would become payable on demand and the undrawn facilities would be cancelled. The Group regularly monitors its compliance with these covenants. As at 31 December 2023, the Group was in compliance with the covenants relating to the banking facilities. Further details of the Group's management of liquidity risk are set out in note 40(b).

Summaries of short-term and long-term borrowings are set out in notes 28(e) and 29 respectively.

### 44 CHANGE IN INTERESTS IN SUBSIDIARIES WITHOUT A LOSS OF CONTROL

- a. On 12 August 2022, the Group completed the divestment of 20% interests in PNSL as disclosed in note 5. Immediately after the completion, the Group's economic interest in PNSL Group decreased from 100% to 80%, resulting in a credit to non-controlling interests attributable to PNSL Group of HK\$575 million and a credit to equity attributable to equity holders of the Company of HK\$159 million.
- b. During the year ended 31 December 2022, the Group has purchased 28,482,000 Share Stapled Units from the open market at an average price of HK\$9.07 per unit, resulting in a credit to non-controlling interest attributable to HKT Group of HK\$5 million.

During the year ended 31 December 2023, the Group has purchased 16,331,000 Share Stapled Units from the open market at an average price of HK\$8.14 per unit, resulting in a credit to non-controlling interest attributable to HKT Group of HK\$7 million.

- c. On 21 June 2023, the Company's wholly-owned subsidiary, PCCW Media Holdings Limited, and Viu International Limited ("Viu", a wholly-owned subsidiary of PCCW Media Holdings Limited), entered into a share subscription agreement with an independent third party (the "Partner B"), pursuant to which Partner B shall subscribe for ordinary shares of Viu for an aggregate amount of US\$300 million (subject to the satisfaction or waiver of certain conditions), of which initial subscription of US\$200 million was completed on 21 June 2023. Following the completion of the initial subscription of US\$200 million and the further issuance of ordinary shares of Viu upon the availability of the audited financial statements of Viu, the Company's economic interest in Viu decreased from 100% to approximately 72.7%, resulting in an increase in non-controlling interests attributable to Viu of HK\$566 million. Viu is engaged in the provision of OTT video streaming service in Asia, the Middle East and South Africa.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2023

(Amount expressed in Hong Kong dollars unless otherwise stated)

### 45 POSSIBLE IMPACT OF NEW AND AMENDED STANDARDS ISSUED BUT NOT YET EFFECTIVE FOR THE ANNUAL ACCOUNTING PERIOD ENDED 31 DECEMBER 2023

Up to the date of approval of these consolidated financial statements, the HKICPA has issued the following new and amended Hong Kong Financial Reporting Standards which are not yet effective for the accounting period ended 31 December 2023 and which have not been early adopted in these consolidated financial statements:

		Effective for accounting periods beginning on or after
HKAS 1 (Revised) (Amendments)	Presentation of Financial Statements	1 January 2024
HKAS 7 (Amendments)	Statement of Cash Flows	1 January 2024
HKAS 21 (Amendments)	The Effects of Changes in Foreign Exchange Rates	1 January 2025
HKAS 28 (2011) (Amendments)	Investments in Associates and Joint Ventures	To be announced
HKFRS 7 (Amendments)	Financial Instruments: Disclosures	1 January 2024
HKFRS 10 (Amendments)	Consolidated Financial Statements	To be announced
HKFRS 16 (Amendments)	Leases	1 January 2024
HK Interpretation 5 (Revised)	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2024

Apart from the above, a number of improvements and minor amendments to Hong Kong Financial Reporting Standards have also been issued by the HKICPA but they are not yet effective for the accounting period ended 31 December 2023 and have not been early adopted in these consolidated financial statements.

None of the above is expected to have a significant effect on the result of operation and financial position of the Group.

# FIVE YEAR FINANCIAL SUMMARY

For the year ended 31 December 2023

## Results

In HK\$ million	2019	2020*	2021#	2022	2023
<b>Continuing operations</b>					
Revenue	37,521	35,984	35,455	36,065	<b>36,347</b>
Cost of sales	(18,907)	(19,189)	(17,725)	(17,914)	<b>(18,116)</b>
General and administrative expenses	(13,462)	(12,553)	(13,179)	(13,498)	<b>(13,265)</b>
Other gains/(losses), net	498	(563)	(45)	(51)	<b>281</b>
Interest income	86	67	69	101	<b>165</b>
Finance costs	(1,958)	(1,638)	(1,401)	(1,826)	<b>(2,661)</b>
Share of results of equity accounted entities	33	(25)	572	(278)	<b>(252)</b>
Profit before income tax	3,811	2,083	3,746	2,599	<b>2,499</b>
Income tax	(941)	(705)	(998)	(672)	<b>(409)</b>
Profit for the year from continuing operations	2,870	1,378	2,748	1,927	<b>2,090</b>
<b>Discontinued operations</b>					
(Loss)/Profit for the year from discontinued operations	–	(729)	199	834	–
<b>Profit for the year</b>	<b>2,870</b>	<b>649</b>	<b>2,947</b>	<b>2,761</b>	<b>2,090</b>
Profit/(Loss) attributable to:					
Equity holders of the Company	681	(1,020)	1,039	158	<b>(471)</b>
Holders of perpetual capital securities	–	–	226	235	<b>235</b>
Non-controlling interests	2,189	1,669	1,682	2,368	<b>2,326</b>

## Assets and Liabilities

As at 31 December In HK\$ million	2019	2020	2021	2022	2023
Total non-current assets	78,027	80,528	75,602	78,018	<b>80,352</b>
Total current assets	20,868	17,311	18,621	17,046	<b>14,211</b>
Total current liabilities	(16,287)	(18,334)	(21,615)	(24,374)	<b>(20,768)</b>
Total non-current liabilities	(64,636)	(65,951)	(57,126)	(57,925)	<b>(64,094)</b>
Net assets	17,972	13,554	15,482	12,765	<b>9,701</b>

## Distributable Reserves of the Company

As at 31 December In HK\$ million	2019	2020	2021	2022	2023
Distributable reserves of the Company	19,264	19,314	19,219	18,851	<b>18,250</b>

\* The results for the year ended 31 December 2020 have been restated to reflect the operations discontinued during the year ended 31 December 2021, whereas the results prior to the year ended 31 December 2020 have not been restated for this purpose.

# The results for the year ended 31 December 2021 have been restated to reflect the operations discontinued during the year ended 31 December 2022, whereas the results prior to the year ended 31 December 2021 have not been restated for this purpose.

# INVESTOR RELATIONS

## DIRECTORS

The directors of the Company as at the date of the announcement of the 2023 Annual Results are:

Executive Directors:

Li Tzar Kai, Richard (*Chairman*)  
Hui Hon Hing, Susanna (*Acting Group Managing Director and Group Chief Financial Officer*)

Non-Executive Directors:

Tse Sze Wing, Edmund, GBS  
Tang Yongbo (*Deputy Chairman*)  
Meng Shusen  
Wang Fang  
Wei Zhe, David

Independent Non-Executive Directors:

Aman Mehta  
Frances Waikwun Wong  
Bryce Wayne Lee  
Lars Eric Nils Rodert  
David Christopher Chance  
Sharhan Mohamed Muhseen Mohamed

## GROUP GENERAL COUNSEL AND COMPANY SECRETARY

Cheung Hok Chee, Vanessa

## REGISTERED OFFICE

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## ANNUAL REPORT 2023

This Annual Report 2023 in both English and Chinese is now available in printed form from the Company and the Company's Share Registrar, and in accessible format on the websites of the Company ([www.pccw.com/ir](http://www.pccw.com/ir)) and Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

Shareholders who:

- A) received the Annual Report 2023 using electronic means through the website of the Company may request a printed copy, or
- B) received the Annual Report 2023 in either English or Chinese may request a printed copy of the other language version

by writing or sending email to the Company c/o the Company's Share Registrar at:

Computershare Hong Kong Investor Services Limited  
Investor Communications Centre  
17M Floor, Hopewell Centre  
183 Queen's Road East, Wan Chai, Hong Kong  
Telephone: +852 2862 8688  
Fax: +852 2865 0990  
Email: [pccw@computershare.com.hk](mailto:pccw@computershare.com.hk)

Shareholders who have chosen (or are deemed to have agreed) to receive the corporate communications of the Company (including but not limited to the Annual Report 2023) using electronic means through the Company's website and who, for any reason, have difficulty in receiving or gaining access to the Annual Report 2023 will promptly, upon request in writing or by email to the Company's Share Registrar, be sent the Annual Report 2023 in printed form, free of charge.

Shareholders may change their choice of language and/or means of receipt of the Company's future corporate communications at any time, free of charge, by reasonable prior notice in writing or by email to the Company's Share Registrar.

## LISTINGS

The Company's shares are listed on The Stock Exchange of Hong Kong Limited and traded in the form of American Depositary Receipts ("ADRs") on the OTC Markets Group Inc. in the United States. Each ADR represents 10 ordinary shares of the Company. Certain guaranteed notes and securities issued by subsidiaries of the Company are listed on the Singapore Exchange Securities Trading Limited and the Taipei Exchange (as the case may be).

Owners of record as of the close of business on the ADR record date of American Depositary Shares can vote by proxy at the annual general meeting by completing a voting instruction card provided by the Depository Bank. The Depository Bank will tabulate and transmit the amount of ordinary share votes to the Company before the annual general meeting.

Additional information and specific inquiries concerning the Company's ADRs should be directed to the Company's ADR Depository at the address given on this page.

Other inquiries regarding the Company should be addressed to Investor Relations at the address given on this page.

## STOCK CODES

The Stock Exchange of Hong Kong Limited	0008
Reuters	0008.HK
Bloomberg	8 HK
ADRs	PCCWY

## SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor, Hopewell Centre  
183 Queen's Road East, Wan Chai, Hong Kong  
Telephone: +852 2862 8555  
Fax: +852 2865 0990  
Website: [www.computershare.com/hk/contact](http://www.computershare.com/hk/contact)

## ADR DEPOSITORY

Citibank, N.A.  
*PCCW American Depositary Receipts*  
Citibank Shareholder Services  
P.O. Box 43077  
Providence, Rhode Island 02940-3077, USA  
Telephone: +1 877 248 4237 (toll free within USA)  
Telephone: +1 781 575 4555  
Email: [citibank@shareholders-online.com](mailto:citibank@shareholders-online.com)  
Website: [www.citi.com/dr](http://www.citi.com/dr)

## SHARE INFORMATION

Board lot:	1,000 shares
Issued shares as at 31 December 2023:	7,739,638,249 shares

## DIVIDEND

Dividends per ordinary share for the year ended 31 December 2023	
Interim	9.77 HK cents
Final	28.48 HK cents*

\* Subject to the approval of shareholders at the 2024 Annual General Meeting

## FINANCIAL CALENDAR

Announcement of 2023 Annual Results	23 February 2024
2024 Annual General Meeting	30 May 2024
Closure of register of members (for determination of shareholders who qualify for 2023 final dividend)	5-6 June 2024 (both days inclusive)
Record date for 2023 final dividend	6 June 2024
Payment of 2023 final dividend	On or around 21 June 2024

## INVESTOR RELATIONS

Marco Wong  
PCCW Limited  
41st Floor, PCCW Tower  
Taikoo Place, 979 King's Road  
Quarry Bay, Hong Kong  
Email: [ir@pccw.com](mailto:ir@pccw.com)

## WEBSITE

[www.pccw.com](http://www.pccw.com)

#### Forward-Looking Statements

This annual report contains forward-looking statements. These forward-looking statements include, without limitation, statements relating to revenues, earnings and prospects. The words “believe”, “intend”, “expect”, “anticipate”, “project”, “estimate”, “predict”, “is confident”, “has confidence” and similar expressions are also intended to identify forward-looking statements. These forward-looking statements are not historical facts. Rather, the forward-looking statements are based on the current beliefs, assumptions, expectations, estimates and projections of the directors and management of PCCW relating to the business, industry and markets in which PCCW Group operates.

These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control and are difficult to predict. Consequently, actual results could differ materially from those expressed, implied or forecasted in the forward-looking statements. Factors that could cause actual results to differ materially from those reflected in the forward-looking statements include:

- our ability to execute our business strategy to expand our businesses locally and overseas, including entering into business combinations, strategic investments and acquisitions and challenges in growing business organically;
- our ability to develop our growth businesses in media and other areas;
- possible negative effects of potentially new regulatory developments;
- increased competition in the media and other markets in which PCCW Group operates;
- increased content costs, changes in customer viewing habits or changes in technology;
- increased competition in the Hong Kong telecommunications market;
- our ability to obtain additional capital;
- our ability to implement our business plan as a consequence of our substantial debt;
- our exposure to interest rate risk; and
- possible negative market disruptions to the performance and prospects of our businesses resulting from macro-economic, public health and geopolitical uncertainties and other risks and factors beyond our control.

Reliance should not be placed on these forward-looking statements, which reflect the views of the directors and management of PCCW as at the date of this annual report only. We undertake no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after publication of this annual report.





PCCW Limited (Incorporated in Hong Kong with limited liability)

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PCCW shares are listed on The Stock Exchange of Hong Kong Limited (SEHK: 0008)  
and traded in the form of American Depositary Receipts on the OTC Markets Group Inc. in the US (Ticker: PCCWY)

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