



**PCCW LIMITED (THE “COMPANY”)**  
*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 0008)**

**NOMINATION POLICY**

**Approved by the Board of Directors of the Company on 15 November 2018**

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**Objective**

1. The primary objective of the Nomination Committee (the “Committee”) is to assist the board of directors of the Company (the “Board”) in relation to the appointment and re-appointment of directors to ensure that the Board maintains an appropriate mix and balance of skills, knowledge, experience and diversity of perspectives to the requirements of the Company’s business. This Nomination Policy (the “Policy”) sets out the procedures and criteria to be used by the Committee for the selection, appointment and re-appointment of directors of the Board.
2. The duties of the Committee are set out in the Committee’s Terms of Reference which include, among others, assisting the Board:
  - (a) to review the structure, size, composition and the balance of skills, knowledge, experience and diversity of perspective of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
  - (b) to identify suitably qualified candidates to become Board members and select or make recommendations to the Board on the selection of candidates nominated for directorships, based on merit and having due regard to the Board Diversity Policy and other factors which are relevant to the Company;
  - (c) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the chief executive to maintain a balance of skills, knowledge, experience and diversity of perspectives on the Board;
  - (d) to make recommendations to the Board with respect to the re-election by shareholders of any director under the “retirement by rotation” provisions in the Company’s Articles of Association; and
  - (e) in the case of appointment and re-appointment of independent non-executive directors, to assess the independence of the appointees having regard to relevant guidelines or requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in place from time to time.

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

**Selection Criteria**

3. In assessing the suitability of a proposed candidate, the Committee shall consider, among other things, the following key factors:
  - (a) accomplishment, expertise, experience and diversity that the candidate can bring to the Board in all its aspects; and
  - (b) the candidate’s commitment in respect of available time and relevant interest, in particular, whether he/she would be able to devote sufficient time and attention to the Board.

4. The Committee has discretion to nominate any person, as it considers appropriate.
5. Proposed candidates will be asked to submit such documents and information (including personal information) as the Committee may consider necessary for its consideration and assessment, together with their written consent to be appointed as a director and to the public disclosure of their personal data on any documents or relevant websites in connection with their nomination or otherwise pursuant to applicable legal and regulatory requirements.

#### ***Nomination Procedures***

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

#### ***Monitoring and Reporting***

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

#### ***Review of the Policy***

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