

ATTACHMENT 1

Notification of the Pro Forma Transfer of Control of BtN Access Limited and Its Wholly-Owned Subsidiaries PCCW Global, Inc. and PCCW Global Limited

Pursuant to Section 63.24(f) of the Commission's rules,¹ HKT Limited and the HTK Trust notify the Commission of the *pro forma* transfer of control of BtN Access Limited ("BtN") and its wholly-owned subsidiaries PCCW Global, Inc. ("PGI") and PCCW Global Limited ("PGL") (together with BtN, the "Section 214 Holders") and the international Section 214 authorizations ("Section 214 Authorizations") under which operate. As further discussed below, on November 24, 2011, an internal corporate reorganization resulted in a *pro forma* transfer of control of the Section 214 Holders and the Section 214 Authorizations. Because the restructuring did not result in a change in ultimate control of the Section 214 Authorizations, which continues to be exercised by PCCW Limited ("PCCW"), the transfer of control is properly classified as *pro forma*.

Answer to Question 10:

Contact Information For This Notification

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Prior International Section 214 Authorizations

BtN holds the international Section 214 authorizations listed below. In addition, as BtN previously notified the Commission pursuant to Section 63.21(h) of the Commission's rules,² PGI and PGL provide service under BtN's international Section 214 authorizations.³

¹ 47 C.F.R. § 63.24(f).

² *Id.* § 63.21(h).

³ Letter from Joan Neal, counsel to BtN Access Limited, to Marlene Dortch, Federal Communications Commission, File Nos. ITC-98-196 et al. (filed Mar. 30, 2006).

Authorization Number	Type of Authorization
ITC-214-19980303-00158	Resell private lines for the provision of non-telephonic services between the U.S. and Hong Kong.
ITC-214-19980930-00689	International simple resale authority on the U.S.-Hong Kong route.
ITC-214-19981218-00880	Resell switched services and non-interconnected private line services for the provision of service between the U.S. and Hong Kong.
ITC-214-19990601-00305	Resale services between the U.S. and Russia.
ITC-214-19990601-00306	Resale services between the U.S. and China.
ITC-214-19990601-00307	Resale services between the U.S. and Jamaica and between the U.S. and St. Kitts & Nevis.
ITC-214-19990601-00308	Global resale authority to serve all countries except Anguilla, Ascension Island, Bermuda, British Virgin Islands, Cayman Islands, China, Diego Garcia, Falkland Islands, Hong Kong, Jamaica, Montserrat, Russia, Seychelles, St. Helena, St Kitts & Nevis, Tonga, Turks & Caicos, Vanuatu, and Yemen.
ITC-214-19991122-00725	Facilities-based services between the U.S. and China.
ITC-214-19991122-00726	Facilities-based services between the U.S. and Russia, Jamaica, and St. Kitts & Nevis.
ITC-214-19991122-00727	Facilities-based services between the U.S. and Hong Kong.
ITC-MOD-20020829-00511	Global facilities-based authority to serve all countries except Anguilla, Ascension Island, Bermuda, British Virgin Islands, Cayman Islands, China, Diego Garcia, Falkland Islands, Hong Kong, Jamaica, Montserrat, Russia, Seychelles, St. Helena, St. Kitts & Nevis, Tonga, Turks & Caicos, Vanuatu, and Yemen.
ITC-214-20021024-00567	Facilities-based and resale authority to serve Anguilla, Ascension Island, Bermuda, British Virgin Islands, Cayman Islands, Diego Garcia, Falkland Islands, Montserrat, Seychelles, St. Helena, Tonga, Turks & Caicos, Vanuatu, and Yemen.

Answer to Question 11:

Pursuant to Section 63.18(h) of the Commission's rules,⁴ the following ownership information lists the entities directly or indirectly holding a ten percent or greater ownership interest in the

⁴ 47 C.F.R. § 63.18(h).

Section 214 Holders following the restructuring. An ownership chart depicting the ownership structure after the restructuring also is attached as Exhibit A.

Name: BTN Holdings Limited
Address: P.O. Box 957
Offshore Incorporations Centre, Road Town
Tortola, British Virgin Islands
Citizenship: British Virgin Islands
Principal Business: Investment holding
Percentage Held: BTN Holdings Limited holds directly 100 percent of the ownership interests of PGI and PGL.

Name: BtN Access Limited
Address: Portcullis TrustNet Chambers
P.O. Box 3444, Road Town
Tortola, British Virgin Islands
Citizenship: British Virgin Islands
Principal Business: Investment holding
Percentage Held: BtN Access Limited holds directly 100 percent of the ownership interests in BTN Holdings Limited.

Name: HKT (International) Limited
Address: P. O. Box 957
Offshore Incorporations Centre, Road Town
Tortola, British Virgin Islands
Citizenship: British Virgin Islands
Principal Business: Investment holding
Percentage Held: HKT (International) Limited holds directly 100 percent of the ownership interests of BtN Access Limited.

Name: Hong Kong Telecommunications HKT (CI) Limited
Address: P.O. Box 309
Ugland House, Grand Cayman
KY1-1104, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Investment holding
Percentage Held: Hong Kong Telecommunications HKT (CI) Limited holds directly 100 percent of the ownership interests of HKT (International) Limited.

Name: HKT Holdings Limited
Address: P.O. Box 309
Ugland House, Grand Cayman
KY1-1104, Cayman Islands
Citizenship: Cayman Islands

Principal Business: Investment holding
Percentage Held: HKT Holdings Limited holds directly 100 percent of the ownership interests of Hong Kong Telecommunications HKT (CI) Limited.

Name: HKT Group Holdings Limited
Address: P.O. Box 309
Ugland House, Grand Cayman
KY1-1104, Cayman Islands

Citizenship: Cayman Islands
Principal Business: Investment holding
Percentage Held: HKT Group Holdings Limited holds directly 100 percent of the ownership interests of HKT Holdings Limited.

Name: HKT Limited
Address: P.O. Box 309
Ugland House, Grand Cayman
KY1-1104, Cayman Islands

Citizenship: Cayman Islands
Principal Business: Investment holding
Percentage Held: HKT Limited holds directly 100 percent of the ownership interests of HKT Group Holdings Limited.

Name: The HKT Trust
Address: 39th Floor, PCCW Tower
TaiKoo Place
979 King's Road
Quarry Bay, Hong Kong

Citizenship: Hong Kong
Principal Business: A trust for purposes of investment holding
Percentage Held: HKT Trust holds directly 100 percent of the ordinary shares of HKT Limited.

Name: HKT Management Limited
Address: 39th Floor, PCCW Tower
TaiKoo Place
979 King's Road
Quarry Bay, Hong Kong

Citizenship: Hong Kong
Principal Business: Trustee-manager
Percentage Held: HKT Management Limited serves as trustee-manager of the HKT Trust.

Name: CAS Holding No. 1 Limited
Address: P.O. Box 957
Offshore Incorporations Centre, Road Town
Tortola, British Virgin Islands
Citizenship: British Virgin Islands
Principal Business: Investment holding
Percentage Held: CAS Holding No. 1 Limited holds directly 68 percent of the ownership interests of the HKT Trust⁵ and 100 percent of the ownership interests of HKT Management Limited.

Name: PCCW Limited
Address: 38th Floor, Citibank Tower
Citibank Plaza
3 Garden Road
Central, Hong Kong
Citizenship: Hong Kong
Principal Business: Telecommunications
Percentage Held: PCCW Limited holds directly 100 percent of the ownership interests of CAS Holding No. 1 Limited.

Name: China Netcom Corporation (BVI) Limited
Address: P.O. Box 3140
Wickhams Cay 1, Road Town
Tortola, British Virgin Islands
Citizenship: British Virgin Islands
Principal Business: Investment holding
Percentage Held: China Netcom Corporation (BVI) Limited holds directly approximately 18.48 percent of the ownership interests of PCCW Limited.

Name: China Netcom Group Corporation (BVI) Limited
Address: Romasco Place
Wickhams Cay 1, Road Town
Tortola, British Virgin Islands
Citizenship: British Virgin Islands
Principal Business: Investment holding
Percentage Held: China Netcom Group Corporation (BVI) Limited directly holds 100 percent of the ownership interests of China Netcom Corporation (BVI) Limited.

⁵ As a result of additional distributions to be made to existing PCCW shareholders and assuming the over-allotment option granted to the international underwriters of the public offering is exercised in full, the ownership interests of CAS Holding in the HKT Trust could decrease to a controlling 59.9 percent.

Name: China United Network Communications Group Company, Limited
Address: 21 Jin Rong Street, Xicheng District
Beijing 100033, The People's Republic of China
Citizenship: The People's Republic of China
Principal Business: Telecommunications
Percentage Held: China United Network Communications Group Company, Limited directly holds 100 percent of the ownership interests of China Netcom Group Corporation (BVI) Limited.

Name: Pacific Century Regional Developments Limited
Address: 6 Battery Road
#38-02 Singapore 049909
Citizenship: Singapore
Principal Business: Investment holding
Percentage Held: Pacific Century Regional Developments Limited beneficially holds an approximate 21.29 percent interest in PCCW Limited.

Name: Pacific Century Group (Cayman Islands) Limited
Address: Scotia Centre, 4th Floor
P.O. Box 2804, George Town
Grand Cayman, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Investment holding
Percentage Held: Pacific Century Group (Cayman Islands) Limited beneficially holds an approximate 75.26 percent interest in Pacific Century Regional Developments Limited (37.76 percent of which is held via Anglang Investments Limited, a wholly-owned subsidiary of Pacific Century Group (Cayman Islands) Limited).

Name: Pacific Century International Limited
Address: BCI House, Avarua
Rarotonga, Cook Islands
Citizenship: Cook Islands
Principal Business: Investment holding
Percentage Held: Pacific Century International Limited beneficially holds a 100 percent interest in Pacific Century Group (Cayman Islands) Limited.

Name: Pacific Century Group Holdings Limited
Address: Romasco Place, Wickhams Cay 1
P.O. Box 3140, Road Town
Tortola, British Virgin Islands
Citizenship: British Virgin Islands
Principal Business: Investment holding
Percentage Held: Pacific Century Group Holdings Limited beneficially holds (i) a 100 percent interest in Pacific Century International Limited; (ii) a

2.13 percent interest in PCCW Limited; and (iii) a 100 percent interest in Borsington Limited, which beneficially holds an approximate 0.49 percent interest in Pacific Century Regional Developments Limited.

Name: Ocean Star Management Limited
Address: Richmond House, 12 Par-la-Ville Road
Hamilton, HM08, Bermuda
Citizenship: Bermuda
Principal Business: Investment holding as trustee of unit trusts
Percentage Held: Ocean Star Management Limited holds directly 100 percent of the issued shares of Pacific Century Group Holdings Limited as trustee for The Ocean Unit Trust and The Starlite Unit Trust.

Name: OS Holdings Limited
Address: Clarendon House, 2 Church Street
Hamilton, HM11, Bermuda
Citizenship: Bermuda
Principal Business: Holding company
Percentage Held: OS Holdings Limited holds directly 100 percent of the issued shares of Ocean Star Management Limited.

No other entity or individual holds a 10 percent or greater direct or indirect ownership interest in the Section 214 Holders.

Answer to Question 12:

The parties disclose the following interlocking directorates:

- C Marc Halbfinger is a director of BtN, PGI and PGL. He also is the Chief Executive Officer of PCCW Global, a business group within the PCCW group of companies which is made up of, among others, BtN, PGI and PGL, with core businesses in the sale of international voice, data services and international bandwidth.
- Alexander Anthony Arena is a director of BtN and HKT Limited.
- Susanna Hui Hon Hing is a director of PCCW, PGL and HKT Limited.

Answer to Question 13:

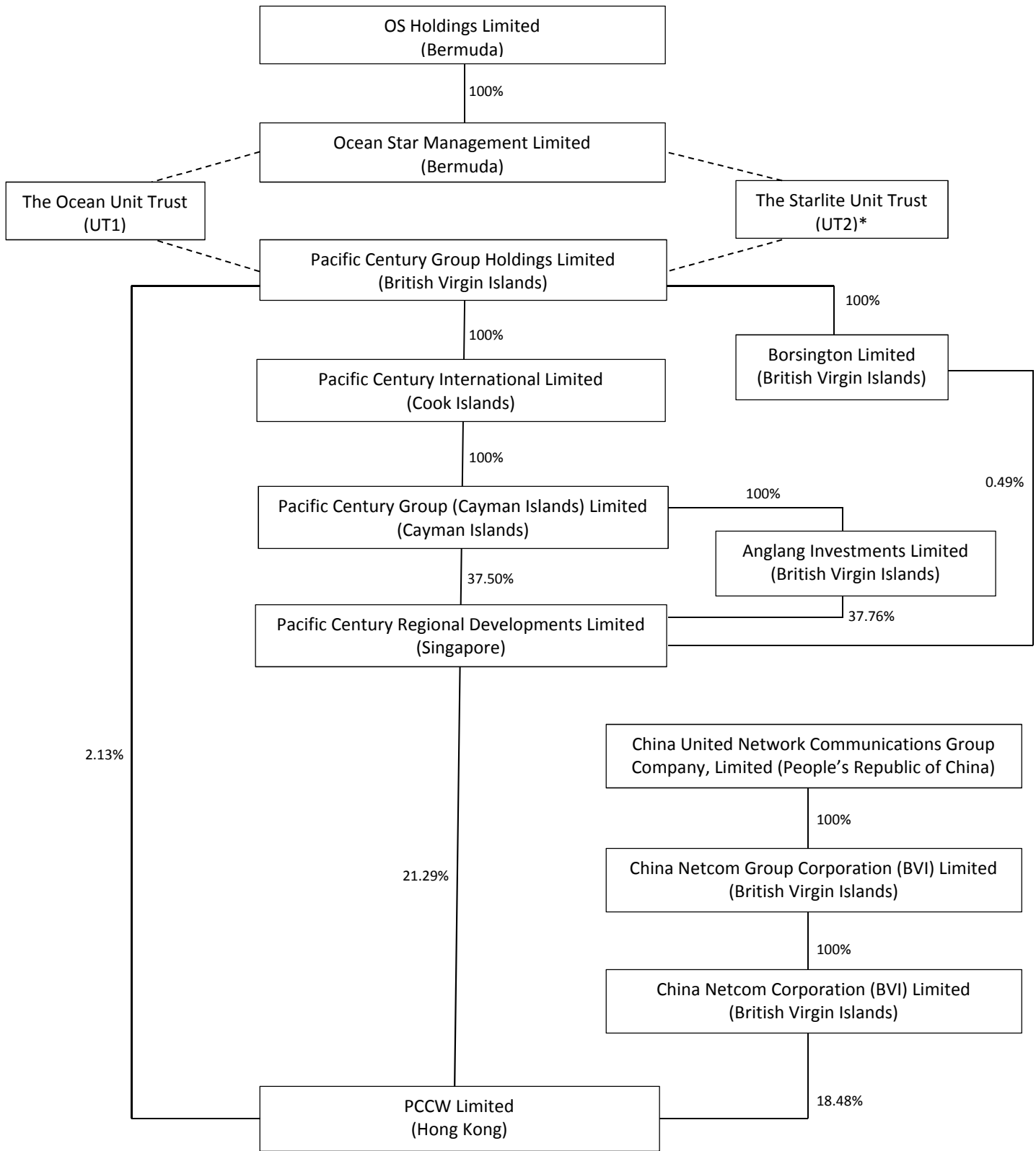
Through various wholly-owned intervening subsidiaries, HKT Group Holdings Limited (“HKTGH”) indirectly holds 100 percent of the ownership interests of the Section 214 Holders. Prior to an internal reorganization that took place on November 24, 2011, HKTGH was a

wholly-owned direct subsidiary of CAS Holding No. 1 Limited (“CAS Holding”), which in turn is a wholly-owned subsidiary of PCCW.

On November 24, 2011, the ownership shares of HKTGH were transferred to the recently formed HKT Limited, the ordinary share capital of which was immediately transferred to HKT Management Limited in its capacity as the trustee and manager for the HKT Trust. As a result, HKTGH is a direct wholly-owned subsidiary of HKT Limited, which is directly held by HKT Management Limited in its capacity as the trustee and manager of the HKT Trust. HKT Management Limited is in turn a direct wholly-owned subsidiary of CAS Holding and an indirect subsidiary of PCCW. As demonstrated in the ownership chart attached as Exhibit A, the reorganization did not change the beneficial ownership, ultimate control or management of the Section 214 Holders or the Section 214 Authorizations, which continue to reside with PCCW. Accordingly, this transfer of control is *pro forma*.

Subsequent to the reorganization, on November 29, 2011, PCCW undertook a public offering of certain share stapled units of the HKT Trust. As a result of the offering, CAS Holding directly (and PCCW indirectly) holds an approximate 68 percent controlling ownership interest in the HKT Trust. As a result of additional distributions to be made to the existing PCCW shareholders and assuming the over-allotment option granted to the international underwriters of the public offering is exercised in full, the ownership interests of CAS Holding in the HKT Trust may be reduced to a controlling 59.9 percent. The remaining ownership interests of the HKT Trust are publicly held. This notification reflects the current, post-public offering ownership of HKT Trust and its subsidiaries, including the Section 214 Holders.

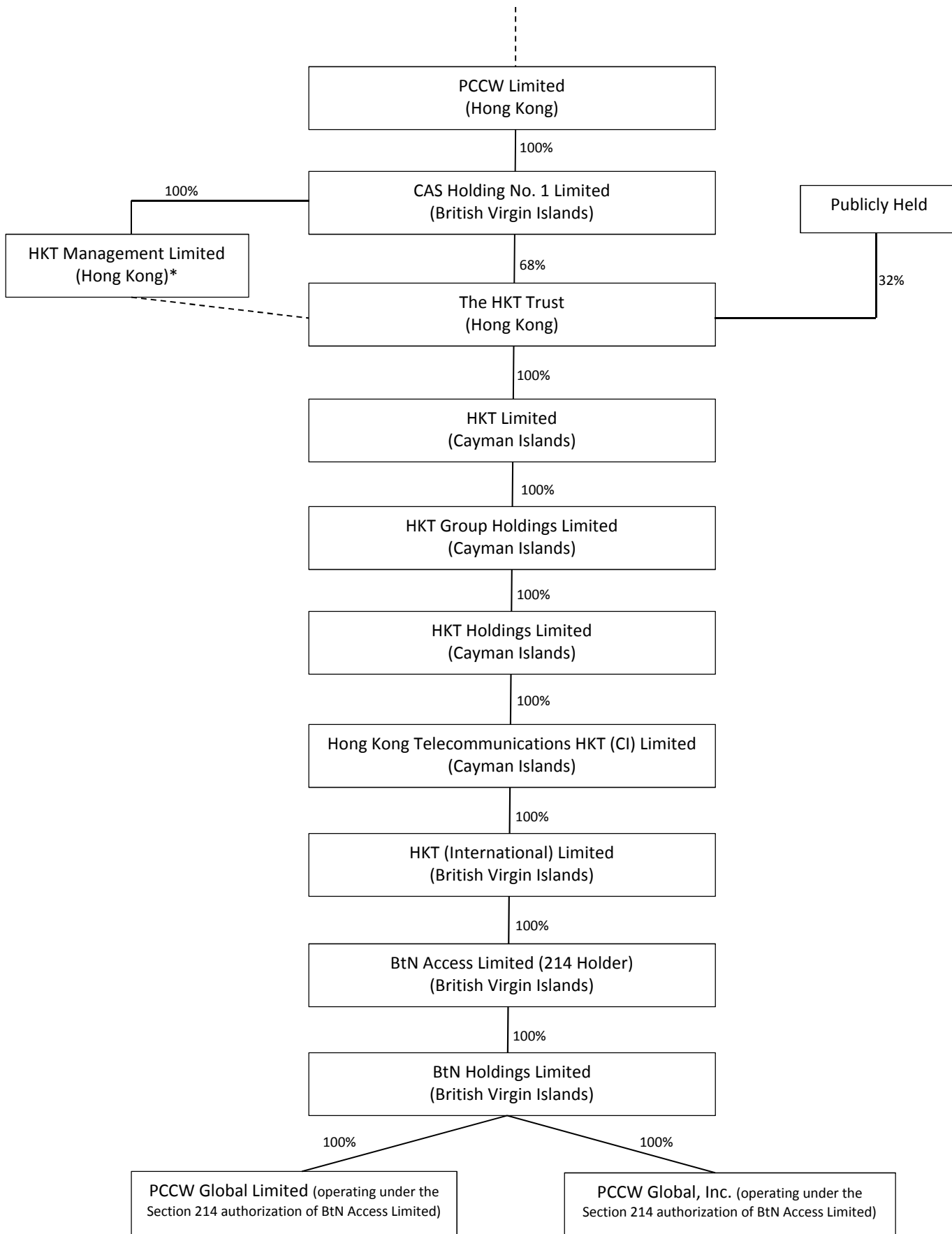
Exhibit A
Organizational Chart: After Internal Reorganization
(as of December 7, 2011)



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*Ocean Star Management Limited holds shares in Pacific Century Group Holdings Limited as trustee for UT1 and UT2.

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*HKT Management Limited is trustee and manager of the HKT Trust.