

PCCW LTD
Form SC 13D/A
April 06, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 6)

PCCW LIMITED

(Name of Issuer)

Ordinary Shares (Par Value HK\$0.25 Per Share)
(Title of Class of Securities)

70454G207

(CUSIP Number)

Helen Chu
Pacific Century Group Holdings Limited and Pacific Century International Limited
c/o 38/F., Citibank Tower, Citibank Plaza
3 Garden Road, Central, Hong Kong
Tel: 852-2514-8680

Lim Beng Jin
Pacific Century Regional Developments Limited
6 Battery Road, #38-02, Singapore 049909
Tel : 65-6230-8787

Copy to:

William Barron
Davis Polk & Wardwell
The Hong Kong Club Building
3A Chater Road
Hong Kong

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 1, 2005
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.○

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Exchange Act) or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

CUSIP No. 70454G207

1	NAME OF REPORTING PERSON PACIFIC CENTURY GROUP HOLDINGS LIMITED S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	PACIFIC CENTURY GROUP HOLDINGS LIMITED N/A
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF-BK	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="radio"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 1,549,938,605 ordinary shares
	9	SOLE DISPOSITIVE POWER 0
	10	

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	SHARED DISPOSITIVE POWER 1,549,938,605 ordinary shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,549,938,605 ordinary shares
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 23.1%
14	TYPE OF REPORTING PERSON HC-CO (a company incorporated in the British Virgin Islands with limited liability)

2

CUSIP No. 70454G207

1	NAME OF REPORTING PERSON PACIFIC CENTURY REGIONAL DEVELOPMENTS LIMITED S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON N/A
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) <input checked="" type="radio"/> (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS AF-WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="radio"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Singapore

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 1,528,781,171 ordinary shares
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,528,781,171 ordinary shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,528,781,171 ordinary shares	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.8%	
14	TYPE OF REPORTING PERSON HC-CO (a company incorporated in Singapore with limited liability)	

3

CUSIP No. 70454G207

1	NAME OF REPORTING PERSON PACIFIC CENTURY INSURANCE HOLDINGS LIMITED S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON N/A
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) <input checked="" type="radio"/> (b)
3	SEC USE ONLY
4	

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	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	
	0	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Bermuda	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		0
	8	SHARED VOTING POWER
		2,007,870 ordinary shares
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		2,007,870 ordinary shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,007,870 ordinary shares	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
	0	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	0.03%	
14	TYPE OF REPORTING PERSON	
	HC-CO (a company incorporated in Bermuda with limited liability)	

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1	NAME OF REPORTING PERSON PACIFIC CENTURY INTERNATIONAL LIMITED S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	PACIFIC CENTURY INTERNATIONAL LIMITED N/A
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS	AF-WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="radio"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Cook Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 1,528,781,171 ordinary shares
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,528,781,171 ordinary shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,528,781,171 ordinary shares
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="radio"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	22.8%
14	TYPE OF REPORTING PERSON	

	HC-CO (a company incorporated in Cook Islands with limited liability)
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CUSIP No. 70454G207

1	NAME OF REPORTING PERSON	PACIFIC CENTURY GROUP (CAYMAN ISLANDS) LIMITED
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	N/A
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
		(a) <input type="radio"/>
		(b) <input checked="" type="radio"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF-WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	
	<input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7
		SOLE VOTING POWER
		0
		8
		SHARED VOTING POWER
		1,528,781,171 ordinary shares
		9
		SOLE DISPOSITIVE POWER
		0
		10
		SHARED DISPOSITIVE POWER
		1,528,781,171 ordinary shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	

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	1,528,781,171 ordinary shares
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.8%
14	TYPE OF REPORTING PERSON HC-CO (a company incorporated in Cayman Islands with limited liability)

6

CUSIP No. 70454G207

1	NAME OF REPORTING PERSON ANGLANG INVESTMENTS LIMITED S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON N/A	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) <input checked="" type="radio"/> (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF-WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 1,528,781,171 ordinary shares

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	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,528,781,171 ordinary shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,528,781,171 ordinary shares	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.8%	
14	TYPE OF REPORTING PERSON HC-CO (a company incorporated in the BVI with limited liability)	

7

CUSIP No. 70454G207

1	NAME OF REPORTING PERSON PACIFIC CENTURY INSURANCE COMPANY LIMITED S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON N/A
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) <input checked="" type="radio"/> (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="radio"/>

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6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Bermuda	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 2,007,870 ordinary shares
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 2,007,870 ordinary shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,007,870 ordinary shares	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.03%	
14	TYPE OF REPORTING PERSON IC-CO (a company incorporated in Bermuda with limited liability)	

8

CUSIP No. 70454G207

1	NAME OF REPORTING PERSON BRIGHT VICTORY INTERNATIONAL LIMITED S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON N/A
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) <input checked="" type="radio"/> (b)
3	

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	SEC USE ONLY
4	SOURCE OF FUNDS AF-WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) 0
6	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 0
	8 SHARED VOTING POWER 2,007,870 ordinary shares
	9 SOLE DISPOSITIVE POWER 0
	10 SHARED DISPOSITIVE POWER 2,007,870 ordinary shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,007,870 ordinary shares
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.03%
14	TYPE OF REPORTING PERSON HC-CO (a company incorporated in the British Virgin Islands)

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CUSIP No. 70454G207

1	NAME OF REPORTING PERSON O.S. HOLDINGS LIMITED S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON N/A	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS Not applicable	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Bermuda	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 1,549,938,605 ordinary shares
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,549,938,605 ordinary shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,549,938,605 ordinary shares	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 23.1%	

14	TYPE OF REPORTING PERSON HC-CO (a company incorporated in Bermuda)
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10

CUSIP No. 70454G207

1	NAME OF REPORTING PERSON OCEAN STAR INVESTMENT MANAGEMENT LIMITED S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON N/A		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <div style="text-align: right;"> (a) <input type="radio"/> (b) <input checked="" type="radio"/> </div>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS Not applicable		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <div style="text-align: right;"><input type="radio"/></div>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Bermuda		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7	SOLE VOTING POWER 0
		8	SHARED VOTING POWER 0
		9	SOLE DISPOSITIVE POWER 0
		10	SHARED DISPOSITIVE POWER 1,549,938,605 ordinary shares

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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,549,938,605 ordinary shares
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 23.1%
14	TYPE OF REPORTING PERSON CO (a company incorporated in Bermuda)

11

CUSIP No. 70454G207

1	NAME OF REPORTING PERSON OCEAN STAR MANAGEMENT LIMITED S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON N/A	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) <input checked="" type="radio"/> (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS Not applicable	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER

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		1,549,938,605 ordinary shares
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,549,938,605 ordinary shares	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 23.1%	
14	TYPE OF REPORTING PERSON CO (a company incorporated in Bermuda)	

12

CUSIP No. 70454G207

1	NAME OF REPORTING PERSON THE OCEAN UNIT TRUST S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON N/A
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) <input checked="" type="radio"/> (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="radio"/>

6	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 0
	8 SHARED VOTING POWER 1,549,938,605 ordinary shares
	9 SOLE DISPOSITIVE POWER 0
	10 SHARED DISPOSITIVE POWER 1,549,938,605 ordinary shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,549,938,605 ordinary shares
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <div style="text-align: right;">o</div>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 23.1%
14	TYPE OF REPORTING PERSON OO (a unit trust established under the laws of Bermuda)

CUSIP No. 70454G207

1	NAME OF REPORTING PERSON THE STARLITE UNIT TRUST S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON N/A
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <div style="text-align: right;">(a) o (b) x</div>
3	

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	SEC USE ONLY
4	SOURCE OF FUNDS OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) 0
6	CITIZENSHIP OR PLACE OF ORGANIZATION Bermuda
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 0
	8 SHARED VOTING POWER 1,549,938,605 ordinary shares
	9 SOLE DISPOSITIVE POWER 0
	10 SHARED DISPOSITIVE POWER 1,549,938,605 ordinary shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,549,938,605 ordinary shares
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 23.1%
14	TYPE OF REPORTING PERSON OO (a unit trust established under the laws of Bermuda)

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This Amendment No. 6 (the "Amendment") hereby amends and supplements the statement on Schedule 13D, originally filed on December 11, 2000 (as heretofore amended and supplemented, the "Schedule 13D") to report the change in the percentage of the beneficial ownership based on the total number of Shares outstanding with respect to each Reporting Person and certain changes to material contracts in the existing Schedule 13D.

All defined terms shall have the same meaning as previously ascribed to them in the Schedule 13D, unless otherwise noted. In this Amendment, the determination of "beneficial ownership," "beneficial interest," "beneficially held," "beneficially owned," and other similar terms are based on Rule 13d-3 of the Exchange Act and related rules and regulations promulgated by the U.S. Securities and Exchange Commission. The filing of this amended Schedule 13D shall not be construed as an admission that the Reporting Persons (defined below) are, for the purposes of Section 13(d) or 13(g) of the Exchange Act and other purposes, the beneficial owner of any securities covered by this statement.

Item 1. Security and Issuer

Item 1 to the Schedule 13D remains unchanged.

Item 2. Identity and Background

Item 2 to the Schedule 13D is amended and restated in its entirety to read as follows:

(a), (b), and (c): This Schedule 13D is being jointly filed by the following persons (each a "Reporting Person" and together the "Reporting Persons"):

- (1) Pacific Century Group Holdings Limited ("PCGH") is a company incorporated in the British Virgin Islands with limited liability. The principal business of PCGH is the investment in and holding of interests in companies engaged in telecommunications and IT services, real estate, property and infrastructure and financial services. PCGH's principal office is at Romasco Place, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands. Pursuant to the transactions described in Item 6, one-third of the issued share capital of PCGH ("PCGH Shares") was transferred to Ocean Star Management Limited as trustee of the Ocean Unit Trust and two-thirds of PCGH Shares were transferred to Ocean Star Management Limited as trustee of the Starlite Unit Trust.
- (2) Pacific Century Regional Developments Limited ("PCRD") is a company incorporated in Singapore with limited liability. The shares of PCRD are listed on the Singapore Exchange Securities Trading Limited. The principal business of PCRD includes the holding of interests in telecommunications and IT services, financial services, property investment and development and infrastructure, throughout the Asia-Pacific region. PCRD's principal office is at 6 Battery Road, #38-02, Singapore 049909. Approximately 37.8% of PCRD's issued share capital is owned by Anglang Investments Limited which is a wholly-owned subsidiary of Pacific Century Group (Cayman Islands) Limited ("PCGCI"). PCGCI also directly owns approximately 37.5% of PCRD's issued share capital. All of PCGCI's issued share capital is owned by Pacific Century International Limited which is, in turn, a wholly-owned subsidiary of PCGH.
- (3) Pacific Century Insurance Holdings Limited ("PCIHL") is a company incorporated in Bermuda with limited liability. Its ordinary shares are listed on The Stock Exchange of Hong Kong Limited. The principal business of PCIHL is holding investments. PCIHL's principal office is at Suite 1401-1410, 14/F, One Pacific Place, 88 Queensway, Admiralty, Hong Kong. Approximately 46.7% of PCIHL's issued share capital is owned by PCRD.
- (4) Pacific Century International Limited ("PCIL") is a company incorporated in the Cook Islands with limited liability. The principal business of PCIL is the investment in and holding of interests in Pacific Century Group (Cayman Islands) Limited. PCIL's principal office is at CIDB Building, Avarua, Rarotonga, Cook Islands. PCIL is a wholly-owned subsidiary of PCGH.
- (5) Pacific Century Group (Cayman Islands) Limited ("PCGCI") is a company incorporated in the Cayman Islands with limited liability. The principal business of PCGCI is the investment in and holding of interests in Anglang Investments Limited and PCRD. PCGCI's principal office is at Scotia Centre, 4th Floor, P.O. Box 2804, George Town, Grand Cayman, Cayman Islands. PCGCI directly owns approximately 37.5% of

PCRD's issued share capital and 100% of Anglang Investment Limited's issued share capital. PCGCI is a wholly-owned subsidiary of PCIL.

- (6) Anglang Investments Limited ("Anglang") is a company incorporated in the British Virgin Islands with limited liability. The principal business of Anglang is the investment in and holding of interests in PCRD. Anglang's principal office is at Portcullis TrustNet Chambers, P.O. Box 3444, Road Town, Tortola, British Virgin Islands. Anglang directly owns approximately 37.8% of PCRD's issued share capital. Anglang is a wholly-owned subsidiary of PCGCI.
- (7) Pacific Century Insurance Company Limited ("PCI") is a company incorporated in Bermuda with limited liability. The principal business of PCI is the provision of life insurance and administration of retirement schemes. PCI's principal office is at 12-13/F, Island Place Tower, 510 King's Road, North Point, Hong Kong. All of PCI's issued share capital is owned by Bright Victory International Limited.
- (8) Bright Victory International Limited ("BVIL") is a company incorporated in the British Virgin Islands. The principal business of BVIL is the investment in and holding of interests in PCI. BVIL's principal office is at P.O. Box 71, Craigmuir Chambers, Road Town, Tortola, British Virgin Islands. All of BVIL's issued share capital is owned by PCIHL.
- (9) O.S. Holdings Limited ("OSHL") is a company incorporated in Bermuda. The principal business of OSHL is the investment in and holding of interests in Ocean Star Management Limited. OSHL's principal office is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.
- (10) Ocean Star Investment Management Limited ("OSIML") is a company incorporated in Bermuda. The principal business of OSIML is to act as manager of the Ocean Unit Trust and the Starlite Unit Trust. OSIML's principal office is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. OSIML has the sole power to dispose of deposited property held by the Ocean Unit Trust and the Starlite Unit Trust.
- (11) Ocean Star Management Limited ("OSML") is a company incorporated in Bermuda. The principal business of OSML is to act as the trustee of the Ocean Unit Trust and the Starlite Unit Trust. OSML's principal office is at Clarendon House, Church Street, Hamilton HM 11, Bermuda. OSML has the sole power to vote with respect to deposited property held by the Ocean Unit Trust and the Starlite Unit Trust. All of OSML's issued share capital is owned by OSHL.
- (12) The Ocean Unit Trust is a unit trust established under the laws of Bermuda. The principal business of the Ocean Unit Trust is the investment in and holding of interests in PCGH. The Ocean Unit Trust's principal office is at Clarendon House, Church Street, Hamilton HM 11, Bermuda.
- (13) The Starlite Unit Trust is a unit trust established under the laws of Bermuda. The principal business of the Starlite Unit Trust is the investment in and holding of interests in PCGH. The Starlite Unit Trust's principal office is at Clarendon House, Church Street, Hamilton HM 11, Bermuda.

Information with respect to the directors and executive officers, controlling person(s) and directors and executive officers of any corporation or other person ultimately in control of PCG, PCRD, PCIHL, PCIL, PCGCI, Anglang, PCI, BVIL, OSHL, OSIML, OSML, the Ocean Unit Trust and the Starlite Unit Trust is set forth on Schedule I attached to the Amendment, and is incorporated herein by reference.

(d) and (e): During the last five years, none of the Reporting Persons, or to the knowledge of each of the Reporting Persons, any of the persons listed on Schedule I: (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or

state securities laws or finding any violation with respect to such laws.

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Item 3: Source and Amount of Funds or Other Consideration

Item 3 to the Schedule 13D remains unchanged.

Item 4: Purpose of Transactions

Item 4 to the Schedule 13D remains unchanged.

Item 5: Interest in Securities of the Issuer.

Item 5 to the Schedule 13D is amended and restated in its entirety to read as follows:

- (a) As of January 8, 2003, every five Shares of HK\$0.05 was consolidated, each in the issued and unissued share capital of the Company, into one new Share of HK\$0.25.

As of July 25, 2003, subscription for 715,000,000 new Shares was completed between the Issuer and PCR. See [Item 6. Material Contracts] in Schedule 13D.

On April 18, 2004, Mr. Li transferred all the PCGH Shares to OSML as trustee of the Ocean Unit Trust and the Starlite Unit Trust.

As of April 1, 2005, the Issuer allotted and issued 1,343,571,766 new Shares to China Netcom Corporation (BVI) Limited.

The approximate aggregate percentage of the Shares reported beneficially owned by each Reporting Person herein is therefore based on 6,717,891,827 Shares outstanding, which is the total number of shares outstanding as of April 1, 2005 according to information provided by the Issuer.

As of April 1, 2005:

- (1) PCGH directly owns 20,354,286 Shares, constituting approximately 0.3% of the Shares outstanding. Because of Rule 13d-3 under the Exchange Act, PCGH may be deemed to beneficially own the 1,526,773,301 Shares (constituting approximately 22.7% of the Shares outstanding) directly owned by PCR, the 803,148 Shares (constituting approximately 0.01% of the Shares outstanding) that the PCCW Capital Limited's 3.5% guaranteed convertible bonds due 2005 held by PCGH are convertible into and the 2,007,870 Shares (constituting approximately 0.03% of the Shares outstanding) that PCI may be deemed to beneficially own. As a result, PCGH may be deemed to beneficially own a total of 1,549,938,605 Shares, constituting approximately 23.1% of the Shares outstanding.
- (2) PCR directly owns 1,526,773,301 Shares, constituting approximately 22.7% of the Shares outstanding. Because of Rule 13d-3 under the Exchange Act, PCR may be deemed to beneficially own the 2,007,870 Shares (constituting approximately 0.03% of the Shares outstanding) that PCI may be deemed to beneficially own. As a result, PCR may be deemed to beneficially own a total of 1,528,781,171 Shares, constituting approximately 22.8% of the Shares outstanding.
- (3)

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PCIHL does not directly own any Shares. Because of Rule 13d-3 under the Exchange Act, PCIHL may be deemed to beneficially own the 2,007,870 Shares (constituting approximately 0.03% of the Shares outstanding) that PCI may be deemed to beneficially own.

- (4) PCIL does not directly own any Shares. Because of Rule 13d-3 under the Exchange Act, PCIL may be deemed to beneficially own the 1,526,773,301 Shares (constituting approximately 22.7% of the Shares outstanding) directly owned by PCRD and the 2,007,870 Shares (constituting approximately 0.03% of the Shares outstanding) that PCI may be deemed to beneficially own. As a result, PCIL may be deemed to beneficially own a total of 1,528,781,171 Shares, constituting approximately 22.8% of the Shares outstanding.
- (5) PCGCI does not directly own any Shares. Because of Rule 13d-3 under the Exchange Act, PCGCI may be deemed to beneficially own the 1,526,773,301 Shares (constituting approximately 22.7% of the Shares outstanding) directly owned by PCRD and the 2,007,870 Shares (constituting approximately 0.03% of the Shares outstanding) that PCI may be deemed to beneficially own. As a result, PCGCI may be deemed to beneficially own a total of 1,528,781,171 Shares, constituting approximately 22.8% of the Shares outstanding.

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- (6) Anglang does not directly own any Shares. Because of Rule 13d-3 under the Exchange Act, Anglang may be deemed to beneficially own the 1,526,773,301 Shares (constituting approximately 22.7% of the Shares outstanding) directly owned by PCRD and the 2,007,870 Shares (constituting approximately 0.03% of the Shares outstanding) that PCI may be deemed to beneficially own. As a result, Anglang may be deemed to beneficially own a total of 1,528,781,171 Shares, constituting approximately 22.8% of the Shares outstanding.
- (7) PCI does not directly own any Shares. Because of Rule 13d-3 under the Exchange Act, PCI may be deemed to beneficially own the 2,007,870 Shares (constituting approximately 0.03% of the Shares outstanding) that the PCCW Capital Limited's 3.5% guaranteed convertible bonds due 2005 held by PCI are convertible into.
- (8) BVIL does not directly own any Shares. Because of Rule 13d-3 under the Exchange Act, BVIL may be deemed to beneficially own the 2,007,870 Shares (constituting approximately 0.03% of the Shares outstanding) that PCI may be deemed to beneficially own.
- (9) OSHL does not directly own any Shares. Because of Rule 13d-3 under the Exchange Act, OSHL may be deemed to beneficially own the 1,549,938,605 Shares, constituting approximately 23.1% of the Shares outstanding, that OSML as trustee of the Ocean Unit Trust and the Starlite Unit Trust may be deemed to beneficially own.
- (10) OSIML does not directly own any Shares. Because of Rule 13d-3 under the Exchange Act, OSIML may be deemed to beneficially own the 1,549,938,605 Shares, constituting approximately 23.1% of the Shares outstanding, that the Ocean Unit Trust and the Starlite Unit Trust may be deemed to beneficially own.
- (11) OSML does not directly own any Shares. Because of Rule 13d-3 under the Exchange Act, OSML may be deemed to beneficially own the 1,549,938,605 Shares, constituting approximately 23.1% of the Shares outstanding, that the Ocean Unit Trust and the Starlite Unit Trust may be deemed to beneficially own.
- (12) The Ocean Unit Trust does not directly own any Shares. Because of Rule 13d-3 under the Exchange Act, the Ocean Unit Trust may be deemed to beneficially own 1,549,938,605 Shares, constituting approximately 23.1% of the Shares outstanding, that PCGH may be deemed to beneficially own.
- (13)

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The Starlite Unit Trust does not directly own any Shares. Because of Rule 13d-3 under the Exchange Act, the Starlite Unit Trust may be deemed to beneficially own 1,549,938,605 Shares, constituting approximately 23.1 % of the Shares outstanding, that PCGH may be deemed to beneficially own.

- (b) On April 18, 2004, Mr. Li transferred all the PCGH Shares to OSML as trustee of the Ocean Unit Trust and the Starlite Unit Trust.

As of April 1, 2005, the Issuer allotted and issued 1,343,571,766 new Shares to China Netcom Corporation (BVI) Limited.

As of April 1, 2005:

- (1) PCGH has the shared power to vote and dispose of the 20,354,286 Shares that it directly owns and the 803,148 Shares it may be deemed to own. By virtue of PCGH's indirect ownership of 75.3% of PCRDC's issued capital stock, it also may be deemed to have the shared power to direct the vote and direct the disposition of the Shares held or deemed to be beneficially owned by PCRDC.
- (2) PCRDC has the shared power to vote and dispose of the 1,526,773,301 Shares that it directly owns. By virtue of PCRDC's ownership of 46.7% of PCIHL's issued capital stock, it may be deemed to share the power to direct the vote and direct the disposition of the Shares beneficially owned by PCIHL.
- (3) By virtue of PCIHL's indirect ownership of 100% of PCI's issued capital stock, it may be deemed to share the

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power to direct the vote and direct the disposition of the 2,007,870 Shares that PCI may be deemed to beneficially hold.

- (4) By virtue of PCIL's indirect ownership of 75.3% of PCRDC's issued capital stock, it may be deemed to share the power to direct the vote and direct the disposition of the Shares held or deemed to be beneficially owned by PCRDC.
- (5) By virtue of PCGCI's indirect ownership of 75.3% of PCRDC's issued capital stock, it may be deemed to share the power to direct the vote and direct the disposition of the Shares held or deemed to be beneficially owned by PCRDC.
- (6) By virtue of Anglang's ownership of 37.8% of PCRDC's issued capital stock, it may be deemed to share the power to direct the vote and direct the disposition of the Shares held or deemed to be beneficially owned by PCRDC.
- (7) PCI may be deemed to share the power to vote and dispose of the 2,007,870 Shares that it may be deemed to beneficially hold.
- (8) By virtue of BVIL's ownership of 100% of PCI's issued capital stock, it may be deemed to share the power to direct the vote and direct the disposition of the 2,007,870 Shares that PCI may be deemed to beneficially hold.
- (9) By virtue of OSHL's ownership of 100% of OSML's issued capital stock, OSHL may be deemed to share the power to direct the vote of the Shares held or deemed to be beneficially held by OSML as trustee of the Ocean Unit Trust and the Starlite Unit Trust.

- (10) By virtue of OSIML's position as manager of the Ocean Unit Trust and the Starlite Unit Trust under the Ocean Unit Trust Deed and the Starlite Unit Trust Deed (defined below), OSIML may be deemed to share the power to direct the disposition of the Shares held or deemed to be beneficially held by the Ocean Unit Trust and the Starlite Unit Trust.
- (11) By virtue of OSML's position as trustee of the Ocean Unit Trust and the Starlite Unit Trust under the Ocean Unit Trust Deed and the Starlite Unit Trust Deed (defined below), OSML may be deemed to share the power to direct the vote of the Shares held or deemed to be beneficially held by the Ocean Unit Trust and the Starlite Unit Trust.
- (12) By virtue of the Ocean Unit Trust's ownership of one-third of PCGH Shares, the Ocean Unit Trust may be deemed to share the power to direct the vote and direct the disposition of the Shares held or deemed to be beneficially held by PCGH.
- (13) By virtue of the Starlite Unit Trust's ownership of two-thirds of PCG Shares, the Starlite Unit Trust may be deemed to share the power to direct the vote and direct the disposition of the Shares held or deemed to be beneficially owned by PCGH.
- (c) No transactions directly related to the Shares have been effected since February 25, 2005 by the Reporting Persons, or to the knowledge of each of the Reporting Persons, any of the persons listed on Schedule I, except for the following transaction:

On February 25, 2005, Lehman Brothers Commercial Corporation Asia Limited (["Lehman Brothers"]), Lehman Brothers Asia Limited and PCRD completed certain transactions described in Item 6.

- (d) PCRD and certain Reporting Persons only have the right to receive or the power to direct the receipt of dividends from Shares lent to Lehman Brothers that are not in Lehman Brothers' possession to the extent Lehman Brothers receives such dividends and PCRD and certain Reporting Persons do not have the right to receive or the power to direct the receipt of proceeds from the sale of Shares lent to Lehman Brothers until such Shares have been returned to PCRD.

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Because such Shares have all been returned to PCRD by Lehman Brothers pursuant to the Deed of Early Redemption (as described in Item 6 below), the previous paragraph is hereby removed and deleted.

- (e) On April 18, 2004, Mr. Li transferred all the PCGH Shares to OSML as trustee of the Ocean Unit Trust and the Starlite Unit Trust and following this transaction, each of Mr. Li, Chiltonlink and PCD no longer beneficially owned 5% or more of the Shares, and accordingly, their obligation to file a Schedule 13D has been terminated.

Item 6: Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 to the Schedule 13D is supplemented by adding the following paragraphs after the last paragraph of Item 6.

Deed of Early Redemption

The Deed of Early Redemption was entered into on February 25, 2005 by PCRD, Lehman Brothers and Lehman Brothers Asia Limited, relating to the redemption of the Lehman Bonds by PCRD. The Deed of Early Redemption amended the Deed Poll dated January 15, 2002, to permit early redemption of the Lehman Bonds upon agreement by PCRD and the bondholders.

Pursuant to the Deed of Early Redemption, all outstanding Lehman Bonds were redeemed by PCR D on February 25, 2005. Upon redemption, Lehman Brothers returned 103,999,999 shares to PCR D that had been borrowed under the Securities Lending Agreement and Lehman Brothers Asia Limited returned 176,080,137 Shares that had been held by it in its capacity as the Security Trustee pursuant to the Share Charge Agreement.

This Deed of Early Redemption is attached as Exhibit 39 and is incorporated in and made part of this Amendment in its entirety by this reference.

Shareholders' Agreements

Each of PCGH and PCR D entered into a shareholders' agreement with China Network Communications Group Corporation (China Netcom) on January 19, 2005 (each shareholders' agreement together referred to herein as, the Shareholders' Agreements) in connection with the subscription of new Shares by China Netcom Group Corporation (BVI) Limited (the Subscriber). The subscription of new Shares by the Subscriber was pursuant to a subscription agreement entered into among the Company, China Netcom and the Subscriber (the China Netcom Subscription Agreement).

The Shareholders' Agreements provide certain undertakings by each of PCGH and PCR D. Pursuant to each of the Shareholders' Agreements, PCGH and PCR D has (subject to certain customary exceptions) agreed not to dispose of or transfer any of its respective shareholdings in the Company (i) for an initial period commencing on the date of the Shareholders' Agreement and ending on the date of the completion of the subscription (the Completion); and (ii) conditional upon Completion, a further period of 12 months from the date of Completion. The Shareholders' Agreements provide that China Netcom may waive such non-disposal undertaking in whole or in part. In addition, each of PCGH and PCR D has undertaken (having regard to its other legal rights and obligations) to (i) exercise, or use its reasonable endeavors to cause the exercise of, its voting rights in favor of the resolutions as may be required and proposed by the Company to approve and implement the matters and transactions in connection with the subscription of new Shares by the Subscriber; and (ii) conditional on Completion, to exercise its rights and powers and give all such instructions (including as a Shareholder) to procure, so far as it is able, that the Company's obligations in connection with China Netcom's entitlements to nominate Board members and committee members are complied with from time to time for so long as China Netcom is entitled to exercise such rights in accordance with the China Netcom Subscription Agreement.

Each of the Shareholders' Agreements are attached, respectively, as Exhibits 40 and 41 and are incorporated in and made part of this Amendment in their entirety by this reference.

Item 7: Material to be Filed as Exhibits.

Item 7 to the Schedule 13D is amended by adding the following after Exhibit 37:

Exhibit 38: Joint Filing Agreement dated as of April 4, 2005

Exhibit 39: Deed of Early Redemption dated February 25, 2005, among Pacific Century Regional Developments Limited, Lehman Brothers Commercial Corporation Asia Limited and Lehman Brothers Asia Limited.

Exhibit 40: Shareholders' Agreement entered into between Pacific Century Group Holdings Limited and China Network Communications Group Corporation

Exhibit 41: Shareholders' Agreement entered into between Pacific Century Regional Developments Limited and China Network Communications Group Corporation

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: April 4, 2005

PACIFIC CENTURY GROUP HOLDINGS LIMITED

By: /s/ Peter Anthony Allen

Name: Peter Anthony Allen
Title: Director

PACIFIC CENTURY REGIONAL DEVELOPMENTS LIMITED

By: /s/ Peter Anthony Allen

Name: Peter Anthony Allen
Title: Director

PACIFIC CENTURY INSURANCE HOLDINGS LIMITED

By: /s/ Yuen Tin Fan

Name: Yuen Tin Fan
Title: Chairman

PACIFIC CENTURY INTERNATIONAL LIMITED

By: /s/ Yuen Tin Fan

Name: Yuen Tin Fan
Title: Director

PACIFIC CENTURY GROUP (CAYMAN ISLANDS) LIMITED

By: /s/ Yuen Tin Fan

Name: Yuen Tin Fan
Title: Director

ANGLANG INVESTMENTS LIMITED

By: /s/ Yuen Tin Fan

Name: Yuen Tin Fan
Title: Director

PACIFIC CENTURY INSURANCE COMPANY LIMITED

By: /s/ Yuen Tin Fan

Name: Yuen Tin Fan
Title: Director

BRIGHT VICTORY INTERNATIONAL LIMITED

By: /s/ Yuen Tin Fan

Name: Yuen Tin Fan
Title: Director

O.S. HOLDINGS LIMITED

By: /s/ Lester G. Huang

Name: Lester G. Huang
Title: Vice President

OCEAN STAR INVESTMENT MANAGEMENT LIMITED

By: /s/ Lester G. Huang

Name: Lester G. Huang
Title: Vice President

OCEAN STAR MANAGEMENT LIMITED

By: /s/ Randy Jenkins

Name: Randy Jenkins
Title: Secretary

THE OCEAN UNIT TRUST

By: /s/ Randy Jenkins

Name: Randy Jenkins
Title: Secretary
Ocean Star Management Limited as Trustee

THE STARLITE UNIT TRUST

By: /s/ Randy Jenkins

Name: Randy Jenkins
Title: Secretary
Ocean Star Management Limited as Trustee

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Schedule I

Directors and executive officers, controlling person(s) and directors and executive officers of any corporation or other person ultimately in control of PCGH, PCRD, PCIHL, PCIL, PCGCI, Anglang, PCI, BVIL, OSHL, OSIML, OSML, the Ocean Unit Trust and the Starlite Unit Trust

The name, business address, present principal occupation or employment, citizenship and interests in the Shares of the directors and executive officers of PCGH, PCRD, PCIHL, PCIL, PCGCI, Anglang, PCI, BVIL, OSHL, OSIML and OSML are provided in this Schedule. Unless otherwise indicated, each individual's employment is conducted at the principal office of the corporation or other organization stated in Item 2 or this Schedule 13D or at his or her business address.

PCGH, PCRD, PCIHL, PCIL, PCGCI, Anglang, PCI, BVIL, OSML, the Ocean Unit Trust and the Starlite Unit Trust are ultimately controlled by OSHL and OSIML. The executive officers and directors of OSHL and OSIML are provided in this Schedule.

Entities that may be deemed to be controlling person(s) of PCGH, PCRD, PCIHL, PCIL, PCGCI, Anglang, PCI, BVIL, OSML, the Ocean Unit Trust and the Starlite Unit Trust are set forth in this Schedule.

The significant shareholders of OSHL and OSIML are set forth in this Schedule.

The filing of this amended Schedule 13D shall not be construed as an admission that any of the persons or entities set forth in this Schedule I are controlling persons or ultimate controlling persons of PCGH, PCRD, PCIHL, PCIL, PCGCI, Anglang, PCI, BVIL, OSHL, OSIML, OSML, the Ocean Unit Trust and the Starlite Unit Trust.

Unless otherwise indicated, (i) the business address, present principal occupation or employment, principal business and address of any corporation or other organization in which such employment is conducted, citizenship and interests in the Shares of each individual and (ii) place of organization, principal business, address of principal office and interest in the Shares of each corporation or other group discussed in Schedule I are provided in Item 2, Item 5 or Schedule I of Schedule 13D.

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PACIFIC CENTURY GROUP HOLDINGS LIMITED

Directors & Executive Officers

Name and business address	Occupation or employment and citizenship	Beneficial interest in Issuer's Shares
<u>Directors</u> LI Tzar Kai, Richard 42nd Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Chairman of PCCW and PCRD (citizen of Canada and Hong Kong SAR)	167,656,824 ordinary shares
Peter Anthony ALLEN 15th Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Executive Director and Head of Human Resources of PCCW, Director and Chief Financial Officer of PCRD and Director of PCIHL (citizen of United Kingdom)	253,200 ordinary shares and options to purchase 4,629,200 ordinary shares
Alexander Anthony ARENA 42nd Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Director, Group Chief Financial Officer & Deputy Chairman of Executive Committee of PCCW and Director of PCRD and PCIHL (citizen of Australia)	760,000 ordinary shares and 20 American Depositary Receipts representing 200 ordinary shares, options to purchase 15,800,000 ordinary shares

Controlling Persons

The executive officers and directors of the corporations stated below are provided elsewhere in this Schedule I.

Name	Beneficial interest in Issuer's Shares
OSML	See Item 5 to Schedule 13D
OSHL	See Item 5 to Schedule 13D
OSIML	See Item 5 to Schedule 13D

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PACIFIC CENTURY REGIONAL DEVELOPMENTS LIMITED

Directors & Executive Officers

Name and business address	Occupation or employment and citizenship	Beneficial interest in Issuer's Shares
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Directors

LI Tzar Kai, Richard 42 nd Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Chairman of PCCW and PCRD (citizen of Canada and Hong Kong SAR)	167,656,824 ordinary shares
YUEN Tin Fan, Francis 42 nd Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Deputy Chairman of PCCW and PCRD and Chairman of PCIHL (citizen of United Kingdom)	Options to purchase 20,068,000 ordinary shares
Peter Anthony ALLEN 15 th Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Executive Director and Head of Human Resources of PCCW, Director and Chief Financial Officer of PCRD and Director of PCIHL (citizen of United Kingdom)	253,200 ordinary shares and options to purchase 4,629,200 ordinary shares
Alexander Anthony ARENA 42 nd Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Director, Group Chief Financial Officer & Deputy Chairman of Executive Committee of PCCW and Director of PCRD and PCIHL (citizen of Australia)	760,000 ordinary shares and 20 American Depositary Receipts representing 200 ordinary shares, options to purchase 15,800,000 ordinary shares
CHNG Hee Kok NTUC Club 1 Pasir Ris Close Singapore 519599	Independent Director of PCRD (citizen of Singapore)	None
YEE Lat Shing Tom 6 Battery Road #38-02 Singapore 049909	Independent Director of PCRD (citizen of Singapore)	504 ordinary shares
SEOW Li-Ming Gordon 6 Battery Road #38-02 Singapore 049909	Independent Director of PCRD (citizen of Singapore)	None
Simon MURRAY Suite 3601 Cheung Kong Center 2 Queen Road Central	Independent Director of PCRD (citizen of United Kingdom)	None
YANG Mun Tak Marjorie 12 th Floor Harbour Centre 25 Harbour Road, Wanchai Hong Kong	Independent Director of PCRD (citizen of Mauritius)	None

Controlling Persons

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The executive officers and directors of the corporations stated below are provided elsewhere in this Schedule I.

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Name	Beneficial interest in Issuer's Shares
Anglang	See Item 5 to Schedule 13D
PCGCI	See Item 5 to Schedule 13D
PCIL	See Item 5 to Schedule 13D
PCGH	See Item 5 to Schedule 13D
OSML	See Item 5 to Schedule 13D
OSHL	See Item 5 to Schedule 13D
OSIML	See Item 5 to Schedule 13D

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PACIFIC CENTURY INSURANCE HOLDINGS LIMITED

Directors & Executive Officers

Name and business address	Occupation or employment and citizenship	Beneficial interest in Issuer's Shares
<u>Directors</u> YUEN Tin Fan, Francis 42nd Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Deputy Chairman of PCCW and PCRD and Chairman of PCIHL (citizen of United Kingdom)	Options to purchase 20,068,000 ordinary shares
CHAN Ping Kan, Raymond Suite 1401-1410, 14th Floor, One Pacific Place,	Managing Director of PCIHL (citizen of Australia)	None

88 Queensway, Admiralty,
Hong Kong

Peter Anthony ALLEN
15th Floor, PCCW Tower,
TaiKoo Place, 979 King's Road,
Quarry Bay, Hong Kong

Executive Director and Head of
Human Resources of PCCW,
Director and Chief Financial
Officer of PCRD and Director of
PCIHL
(citizen of United Kingdom)

253,200 ordinary shares and
options to purchase 4,629,200
ordinary shares

Alexander Anthony ARENA
42nd Floor, PCCW Tower,
TaiKoo Place, 979 King's Road,
Quarry Bay, Hong Kong

Director, Group Chief Financial
Officer & Deputy Chairman of
Executive Committee of PCCW
and Director of PCRD and PCIHL
(citizen of Australia)

760,000 ordinary shares and 20
American Depositary Receipts
representing 200 ordinary shares,
options to purchase 15,800,000
ordinary shares

CHUNG Cho Yee, Mico
41st Floor, PCCW Tower,
TaiKoo Place, 979 King's Road,
Quarry Bay, Hong Kong

Executive Director of PCIHL and
PCCW
(citizen of United Kingdom)

1,176,260 ordinary shares and
18,455 ordinary shares (family
interest) and options to purchase
14,390,400 ordinary shares

CHEUNG Sum, Sam
Suite 1401-1410,
14th Floor, One Pacific Place,
88 Queensway, Admiralty,
Hong Kong

Executive Director and Chief
Financial Officer of PCIHL
(citizen of United Kingdom)

None

SO Wing Hung, Peter
Suite 1401-1410,
14th Floor, One Pacific Place,
88 Queensway, Admiralty,
Hong Kong

Executive Director and Chief
Operating Officer of PCIHL
(citizen of United Kingdom)

90,661 ordinary shares (held by a
trust, the beneficiaries of which
are the family members of Mr. SO
Wing Hung, Peter)

YANG Chao
22/F, Ming An Plaza,
8 Sunning Road,
Causeway Bay,
Hong Kong

Executive Director of PCIHL,
Chairman and President of China
Insurance (Holdings) Company,
Limited¹ and China Insurance
H.K. (Holdings) Company,
Limited²
(citizen of China)

None

¹ Its principal business is insurance holding and its principal office is at Room 805, Yiheng Office Building, No. 28 North Third Ring East Road, Chao Yang District, Chao Yang District, Beijing, The People's Republic of China.

Name	Beneficial interest in Issuer's Shares	
ZHENG Chang Yong 22/F, Ming An Plaza, 8 Sunning Road, Causeway Bay, Hong Kong	Executive Director of PCIHL and Financial Controller and Director of China Insurance (Holdings) Company, Limited ³ and China Insurance H.K. (Holdings) Company, Limited ⁴ (citizen of China)	None
WANG Xianzhang 5 Guanyingyuan Xiqu, Xicheng District, Beijing 100035, China	Non-Executive Director of PCIHL and President of China Life Insurance Company Limited ⁵ (citizen of China)	None
CHANG Hsin Kang City University of Hong Kong Room 6102, 6/F, Cheng Yick Chi Building, Tat Chee Avenue, Kowloon, Hong Kong	Independent Non-Executive Director of PCIHL and President and University Professor of City University of Hong Kong ⁶ (citizen of the United States of America)	64,000 ordinary shares
Tim FRESHWATER 68 th Floor, Cheung Kong Centre, 2 Queen's Road Central, Hong Kong	Independent Non-Executive Director of PCIHL and Vice Chairman of Goldman Sachs (Asia) L.L.C. ⁷ (citizen of United Kingdom)	None
WONG Yue Chim, Richard The University of Hong Kong Room 1043, Knowles Building, Pokfulam Road, Hong Kong	Independent Non-Executive Director of PCIHL, Deputy Vice-Chancellor of the University of Hong Kong ⁸ (citizen of Hong Kong SAR)	None

Controlling Persons

The executive officers and directors of the corporations stated below are provided elsewhere in this Schedule I.

² Its principal business is insurance holding and its principal office is at 22/F, Ming An Plaza, 8 Sunning Road, Causeway Bay, Hong Kong.

3 Its principal business is insurance holding and its principal office is at Room 805, Yiheng Office Building, No. 28 North Third Ring East Road, Chao Yang District, Beijing, The People's Republic of China.

4 Its principal business is insurance holding and its principal office is at 22/F, Ming An Plaza, 8 Sunning Road, Causeway Bay, Hong Kong.

5 Its principal businesses are providing life insurance and annuity products and its principal office is at 16 Chaowai Avenue, Chaoyang District, Beijing 100020, China.

6 Its principal business is providing territory education.

7 Its principal business is investment banking.

8 Its principal business is providing territory education.

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Name	Beneficial interest in Issuer's Shares
PCRD	See Item 5 to Schedule 13D
Anglang	See Item 5 to Schedule 13D
PCGCI	See Item 5 to Schedule 13D
PCIL	See Item 5 to Schedule 13D
PCGH	See Item 5 to Schedule 13D
OSML	See Item 5 to Schedule 13D
OSHL	See Item 5 to Schedule 13D
OSIML	See Item 5 to Schedule 13D

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PACIFIC CENTURY INTERNATIONAL LIMITED

Directors & Executive Officers

Name and business address	Occupation or employment and citizenship	Beneficial interest in Issuer's Shares
<u>Directors</u>		
LI Tzar Kai, Richard 42nd Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Chairman of PCCW and PCRD (citizen of Canada and Hong Kong SAR)	167,656,824 ordinary shares
Peter Anthony ALLEN 15th Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Executive Director and Head of Human Resources of PCCW, Director and Chief Financial Officer of PCRD and Director of PCIHL (citizen of United Kingdom)	253,200 ordinary shares and options to purchase 4,629,200 ordinary shares
YUEN Tin Fan Francis 42nd Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Deputy Chairman of PCCW and PCRD and Chairman of PCIHL (citizen of United Kingdom)	Options to purchase 20,068,000 ordinary shares

Controlling Persons

The executive officers and directors of the corporations stated below are provided elsewhere in this Schedule I.

Name	Beneficial interest in Issuer's Shares
PCGH	See Item 5 to Schedule 13D
OSML	See Item 5 to Schedule 13D
OSHL	See Item 5 to Schedule 13D
OSIML	See Item 5 to Schedule 13D

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PACIFIC CENTURY GROUP (CAYMAN ISLANDS) LIMITED

Directors & Executive Officers

Name and business address	Occupation or employment and citizenship	Beneficial interest in Issuer's Shares
Directors		
LI Tzar Kai, Richard 42nd Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Chairman of PCCW and PCR (citizen of Canada and Hong Kong SAR)	167,656,824 ordinary shares
YUEN Tin Fan Francis 42nd Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Deputy Chairman of PCCW and PCR and Chairman of PCIHL (citizen of United Kingdom)	Options to purchase 20,068,000 ordinary shares
Peter Anthony ALLEN 15th Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Executive Director and Head of Human Resources of PCCW, Director and Chief Financial Officer of PCR and Director of PCIHL (citizen of United Kingdom)	253,200 ordinary shares and options to purchase 4,629,200 ordinary shares
Alexander Anthony ARENA 42nd Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Director, Group Chief Financial Officer & Deputy Chairman of Executive Committee of PCCW and Director of PCR and PCIHL (citizen of Australia)	760,000 ordinary shares and 20 American Depositary Receipts representing 200 ordinary shares, options to purchase 15,800,000 ordinary shares

Controlling Persons

The executive officers and directors of the corporations stated below are provided elsewhere in this Schedule I.

Name	Beneficial interest in Issuer's Shares
PCIL	See Item 5 to Schedule 13D
PCGH	See Item 5 to Schedule 13D
OSML	See Item 5 to Schedule 13D
OSHL	See Item 5 to Schedule 13D
OSIML	See Item 5 to Schedule 13D

ANGLANG INVESTMENTS LIMITED

Directors & Executive Officers

Name and business address	Occupation or employment and citizenship	Beneficial interest in Issuer's Shares
<u>Directors</u>		
YUEN Tin Fan Francis 42nd Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Deputy Chairman of PCCW and PCRD and Chairman of PCIHL (citizen of United Kingdom)	Options to purchase 20,068,000 ordinary shares
Alexander Anthony ARENA 42nd Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Director, Group Chief Financial Officer & Deputy Chairman of Executive Committee of PCCW and Director of PCRD and PCIHL (citizen of Australia)	760,000 ordinary shares and 20 American Depositary Receipts representing 200 ordinary shares, options to purchase 15,800,000 ordinary shares
Peter Anthony ALLEN 15 th Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Executive Director and Head of Human Resources of PCCW, Director and Chief Financial Officer of PCRD and Director of PCIHL (citizen of United Kingdom)	253,200 ordinary shares and options to purchase 4,629,200 ordinary shares

Controlling Persons

The executive officers and directors of the corporations stated below are provided elsewhere in this Schedule I.

Name	Beneficial interest in Issuer's Shares
PCGCI	See Item 5 to Schedule 13D
PCIL	See Item 5 to Schedule 13D
PCGH	See Item 5 to Schedule 13D
OSML	See Item 5 to Schedule 13D
OSHL	See Item 5 to Schedule 13D
OSIML	See Item 5 to Schedule 13D

PACIFIC CENTURY INSURANCE COMPANY LIMITED

Directors & Executive Officers

Name and business address	Occupation or employment⁹ and citizenship	Beneficial interest in Issuer's Shares
<u>Directors</u>		
YUEN Tin Fan, Francis 42nd Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Deputy Chairman of PCCW and PCRD and Chairman of PCIHL (citizen of United Kingdom)	Options to purchase 20,068,000 ordinary shares
CHAN Ping Kan, Raymond Suite 1401-1410, 14th Floor, One Pacific Place, 88 Queensway, Admiralty, Hong Kong	Managing Director of PCIHL (citizen of Australia)	None
SO Wing Hung, Peter Suite 1401-1410, 14th Floor, One Pacific Place, 88 Queensway, Admiralty, Hong Kong	Executive Director and Chief Operating Officer of PCIHL (citizen of United Kingdom)	90,661 ordinary shares (held by a trust, the beneficiaries of which are the family members of Mr. SO Wing Hung, Peter)
CHEUNG Sum, Sam Suite 1401-1410, 14th Floor, One Pacific Place, 88 Queensway, Admiralty, Hong Kong	Executive Director and Chief Financial Officer of PCIHL (citizen of United Kingdom)	None
CHANG Hsin Kang City University of Hong Kong Room 6102, 6/F, Cheng Yick Chi Building, Tat Chee Avenue, Kowloon, Hong Kong	Independent Non-Executive Director of PCIHL and President and University Professor of City University of Hong Kong (citizen of the United States of America)	64,000 ordinary shares
Tim FRESHWATER 68th Floor, Cheung Kong Centre, 2 Queen's Road Central, Hong Kong	Independent Non-Executive Director of PCIHL and Vice Chairman of Goldman Sachs (Asia) L.L.C. (citizen of United Kingdom)	None
WONG Yue Chim, Richard	Independent Non-Executive	None

The University of Hong Kong
 Room 1043, Knowles Building,
 Pokfulam Road,
 Hong Kong

Director of PCIHL, Deputy
 Vice-Chancellor of the University
 of Hong Kong
 (citizen of Hong Kong SAR)

9 Information regarding the principal business and address of where employment is conducted can be found in the information with respect to PCIHL.

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Controlling Persons

The executive officers and directors of the corporations stated below are provided elsewhere in this Schedule I.

Name	Beneficial interest in Issuer's Shares
BVIL	See Item 5 to Schedule 13D
PCIHL	See Item 5 to Schedule 13D
PCRD	See Item 5 to Schedule 13D
Anglang	See Item 5 to Schedule 13D
PCGCI	See Item 5 to Schedule 13D
PCIL	See Item 5 to Schedule 13D
PCGH	See Item 5 to Schedule 13D
OSML	See Item 5 to Schedule 13D
OSHL	See Item 5 to Schedule 13D
OSIML	See Item 5 to Schedule 13D

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Directors & Executive Officers

Name and business address	Occupation or employment and citizenship	Beneficial interest in Issuer's Shares
<u>Directors</u>		
YUEN Tin Fan, Francis 42 nd Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Deputy Chairman of PCCW and PCRD and Chairman of PCIHL (citizen of United Kingdom)	Options to purchase 20,068,000 ordinary shares
CHAN Ping Kan, Raymond Suite 1401-1410, 14 th Floor, One Pacific Place, 88 Queensway, Admiralty, Hong Kong	Managing Director of PCIHL (citizen of Australia)	None
CHEUNG Sum, Sam Suite 1401-1410, 14 th Floor, One Pacific Place, 88 Queensway, Admiralty, Hong Kong	Executive Director and Chief Financial Officer of PCIHL (citizen of United Kingdom)	None
Peter Anthony ALLEN 15 th Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Executive Director and Head of Human Resources of PCCW, Director and Chief Financial Officer of PCRD and Director of PCIHL (citizen of United Kingdom)	253,200 ordinary shares and options to purchase 4,629,200 ordinary shares
Alexander Anthony ARENA 42 nd Floor, PCCW Tower, TaiKoo Place, 979 King's Road, Quarry Bay, Hong Kong	Director, Group Chief Financial Officer & Deputy Chairman of Executive Committee of PCCW and Director of PCRD and PCIHL (citizen of Australia)	760,000 ordinary shares and 20 American Depositary Receipts representing 200 ordinary shares, options to purchase 15,800,000 ordinary shares

Controlling Persons

The executive officers and directors of the corporations stated below are provided elsewhere in this Schedule I.

Name	Beneficial interest in Issuer's Shares
PCIHL	See Item 5 to Schedule 13D
PCRD	See Item 5 to Schedule 13D

Anglang	See Item 5 to Schedule 13D
PCGCI	See Item 5 to Schedule 13D
PCIL	See Item 5 to Schedule 13D
PCGH	See Item 5 to Schedule 13D
OSML	See Item 5 to Schedule 13D
OSHL	See Item 5 to Schedule 13D
OSIML	See Item 5 to Schedule 13D

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O.S. HOLDINGS LIMITED

Directors & Executive Officers

Name and business address/residence address	Occupation or employment and citizenship	Beneficial interest in Issuer's Shares
<u>Directors</u>		
Jason Fedder 32 nd floor, 2 Pacific Place, 88 Queensway, Central, Hong Kong	Director of Strategy of Intel Semiconductor Limited (citizen of United Kingdom)	None
Lester G. Huang 12 th floor, Prince's Building, 10 Chater Road, Central, Hong Kong	Solicitor, P.C. Woo & Co. (citizen of Hong Kong SAR)	None
Jenny WL Fung 4 Shouson Hill Road, Block 3 B1, Hong Kong	Housewife (citizen of Australia)	None
<u>Executive Officer</u>		
Randy Jenkins Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda	Secretary of OSHL, Trust manager of Codan Trust Company Limited (citizen of Canada)	None

Significant Shareholders of OSHL

<u>Name</u>	<u>Beneficial interest in OSHL</u>
Jason Fedder	29%
Lester G. Huang	28%
Jenny WL Fung	28%

10 The principal business of the company is semiconductors.

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OCEAN STAR INVESTMENT MANAGEMENT LIMITED

Directors & Executive Officers

<u>Name and business address/residence address</u>	<u>Occupation or employment and citizenship</u>	<u>Beneficial interest in Issuer's Shares</u>
<u>Directors</u>		
Jason Fedder 32 nd floor, 2 Pacific Place, 88 Queensway, Central, Hong Kong	Director of Strategy of Intel Semiconductor Limited (citizen of United Kingdom)	None
Lester G. Huang 12 th floor, Prince's Building, 10 Chater Road, Central, Hong Kong	Solicitor, P.C. Woo & Co. (citizen of Hong Kong SAR)	None
Jenny WL Fung 4 Shouson Hill Road, Block 3 B1, Hong Kong	Housewife (citizen of Australia)	None
<u>Executive Officer</u>		
Randy Jenkins Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda	Secretary of OSIML, Trust manager of Codan Trust Company Limited (citizen of Canada)	None

Significant Shareholders of OSIML

<u>Name and Citizenship</u>	<u>Beneficial interest in OSIML</u>
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Jenny WL Fung	32%
Jason Fedder	32%
Lester G. Huang	31%

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OCEAN STAR MANAGEMENT LIMITED

Directors & Executive Officers

<u>Name and business address</u>	<u>Occupation or employment and citizenship</u>	<u>Beneficial interest in Issuer's Shares</u>
<u>Directors</u>		
John Collis Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda	Barrister & Attorney, Conyers Dill & Pearman (citizen of United Kingdom)	None
Alec Anderson Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda	Barrister & Attorney, Conyers Dill & Pearman (citizen of United Kingdom)	None
<u>Executive Officer</u>		
Randy Jenkins Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda	Secretary of OSML, Trust manager of Codan Trust Company Limited (citizen of Canada)	None

Controlling Person

The executive officers and directors of OSHL are provided elsewhere in this Schedule I.

<u>Name and Citizenship</u>	<u>Beneficial interest in OSIML</u>
OSHL	See Item 5 to Schedule 13D

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THE OCEAN UNIT TRUST

Controlling Persons

The executive officers and directors of OSML, OSHL and OSIML are provided elsewhere in this Schedule I.

Name	Beneficial interest in Issuer's Shares
OSML	See Item 5 to Schedule 13D
OSHL	See Item 5 to Schedule 13D
OSIML	See Item 5 to Schedule 13D

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THE STARLITE UNIT TRUST

Controlling Persons

The executive officers and directors of OSML, OSHL and OSIML are provided elsewhere in this Schedule I.

Name	Beneficial interest in Issuer's Shares
OSML	See Item 5 to Schedule 13D
OSHL	See Item 5 to Schedule 13D
OSIML	See Item 5 to Schedule 13D

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EXHIBITS TO SCHEDULE 13D
AS FILED BY
PACIFIC CENTURY GROUP HOLDINGS LIMITED
PACIFIC CENTURY REGIONAL DEVELOPMENTS LIMITED
PACIFIC CENTURY INSURANCE HOLDINGS LIMITED
PACIFIC CENTURY INTERNATIONAL LIMITED
PACIFIC CENTURY GROUP (CAYMAN ISLANDS) LIMITED

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ANGLANG INVESTMENTS LIMITED
PACIFIC CENTURY INSURANCE COMPANY LIMITED
BRIGHT VICTORY INTERNATIONAL LIMITED
O.S. HOLDINGS LIMITED
OCEAN STAR INVESTMENT MANAGEMENT LIMITED
OCEAN STAR MANAGEMENT LIMITED
THE OCEAN UNIT TRUST
THE STARLITE UNIT TRUST

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